

-
- e. Reconfigure the Village Center Mixed Use and Residential Land Uses in the southeast corner of the VOS DRI north of SR 44 and add the 32 acre Wildlife Corridor created pursuant to mitigation requirements of the Southwest Florida Water Management District. The Wildlife Corridor replaced 14 acres of Residential Land Uses and 18 acres of Retail Services Land Uses;
 - f. Add the approved round-a-bout at the intersection of CR 44A and Buena Vista Blvd.;
 - g. Remove Convention/Performing Arts Center Land Use;
 - h. Revise the Land Use Allocation Table to decrease the allocation of Retail Services from 1,876,350 SF to 1,732,775 SF (143,575 SF reduction) to increase the allocation of residential dwelling units from 32,200 to 33,829 (1,629 increase).

The attached information provides details and maps reflecting the proposed changes described above.

Also attached are the review comments from the Withlacoochee Regional Planning Council, Florida Department of Transportation, Southwest Florida Water Management District, and Marion County. The comments raised by the agencies have all been addressed and resolved by The Villages of Lake-Sumter, Inc.

The Board is requested to approve the attached Resolution to adopt the 5th Amendment to the 2nd Amended and Restated Development Order for The Villages of Sumter DRI.

RESOLUTION

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

WHEREAS, on August 31, 2010 The Villages of Lake-Sumter, Inc. submitted a Notice of Proposed Change (NOPC) pursuant to 380.06 (19), Florida Statutes (F.S.), to the Villages of Sumter Development of Regional Impact (DRI) Amended and Restated Development Order (ADO); and

WHEREAS, the Sumter County Board of County Commissioners has conducted an advertised public hearing on _____, 2010 for the purpose of receiving public comment and determining whether the proposed changes constitute a substantial deviation to the approved ADO.

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

SECTION 1. FINDINGS OF FACT

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

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

six regional recreation centers on 78 acres; clubhouses and Village recreation centers on 146 acres; urban facilities and services on 38 acres; two marinas (24 slips); 396 holes of golf on 2,899 acres; a 300 bed hospital on 30 acres and 3,035 acres of related roads, recreation and conservation areas, wetlands, buffer area, stormwater retention and open space for a total development area of 13,075 acres, where average residential density shall not exceed 5.4 dwelling units per gross residential acre, located in Sumter County herein referred to as the “Development.”

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

- 2) Add 49 acres of mixed use area on CR 466, but not increase existing entitlements;
 - 3) Include a four field softball complex within the CR 466 mixed use area,
 - 4) Add two acres to golf course on south side of CR 466A,
- b. Convert 10 acres of existing DRI golf course land use to mixed use for a professional office center without increasing entitlements;
4. On October 10, 2006, the Sumter County Board of County Commissioners approved a third amendment to The Villages of Sumter ADO that made the following minor changes in land use locations and acreage amounts to Map H and H-1, Master Development Plan and its accompanying Land Allocation and Phasing Tables:
- a. Add ± 89.6 acres total to the existing DRI which will be used to.
 - 1) Add 50.8 acres of Residential land to the development plan, but not increase existing entitlements;
 - 2) Add 38.8 acres of mixed use area, but not increase existing entitlements;
 - b. Change the existing Town Center Mixed Use Area that is east of Lake Deaton to Mixed Use and relocate the existing Town Center to the area South of CR 44A and West of Buena Vista Boulevard.
 - c. Relocate 300,000 s.f. of Commercial from the existing Town Center Mixed Use area to the new Town Center Mixed Use Area.
 - d. Relocate the existing Hospital Use to the area South of CR 44A and East of Buena Vista Boulevard.
 - e. Change 12.1 acres of Residential Use that is South of Lake Deaton Eagle Protection Zone to Mixed Use.
 - f. Change 9.3 acres of Residential Use North of CR 44A and West of Buena Vista Boulevard to Mixed Use.
 - g. Change 2.8 acres of Storm Water Use that is North of CR 44A & East of Buena Vista Boulevard to Hospital/Fire Station/EMS.
 - h. Change 17 acres of Storm Water Use that is North of CR 44A & East of Buena Vista Boulevard to Buffer
 - i. Change 24.3 acres of Recreation that is North of 44-A and West of Buena Vista Boulevard to Residential because of an error on Map H.

- j. Decrease the existing allocation of 3,220,000 s.f. of Retail Service (Town Center and Village Center) to 3,164,608 s.f. by converting 55,392 s.f. to Office s.f.
- k. Increase the existing allocation of 300,000 s.f. of office to 431,510 s.f. by adding 59,999 s.f. and converting 55,392 s.f. retail to 71,511 s.f. office.
- l. Increase the existing allocation of 290,000 s.f. of Institutional Use to 515,000 s.f. by adding 225,000 s.f.

5. On November 10, 2008, the City Commission of the City of Wildwood approved a development order (DO) pursuant to the approval of the substantial deviation creating The Villages of Wildwood DRI. Under that substantial deviation portions of the Villages of Sumter were annexed and combined with property already within the City to create the Villages of Wildwood DRI consisting of approximately 391 acres. The substantial deviation also proposed the transfer of 1,288,258 square feet of retail/service floor area, 14,400 square feet of office floor area, 49,714 square feet of educational/institutional floor area, 200 hotel rooms, eight movie screens and a 300 bed hospital from the Villages of Sumter DRI to the Villages of Wildwood DRI. A provision in the Villages of Wildwood DRI DO required that entitlements equal to those in the Villages of Wildwood DRI had to be removed from the Villages of Sumter DRI prior to any vertical construction. Thus, no additional development amounts were added in the approval of the Villages of Wildwood DRI.

6. On December 5, 2008, the Sumter County Board of County Commissioners approved a fourth amendment to the Villages of Sumter DO that transferred property and entitlements from the Villages of Sumter to the Villages of Wildwood. The NOPC removed approximately 220 acres from the Villages of Sumter, reduced the entitlements in the Villages of Sumter ADO by 1,288,258 square feet of retail/service floor area, 14,400 square feet of office floor area, 49,714 square feet of educational/institutional floor area, 200 hotel rooms, eight movie screens and a 300 bed hospital, and amended Map H and H-1, the Master Development Plan, the Land Allocation and Phasing Tables and legal description to reflect the removal of property and entitlements. Additionally, the fourth NOPC amended the Villages of Sumter ADO by

- Establishing December 31, 2019 as the Expiration Date;
- Establishing the Developer's cumulative transportation mitigation for state and regionally significant roadways and eliminating all monitoring and modeling requirements and requirement to address the TIA results in the Annual Reports;
- Establishing full transportation mitigation for local roadways;
- Recognized that the Developer has now fully mitigated for the cumulative impacts of its development on affordable housing;
- Clarified that the requirements for annual reports cease upon reaching build out; and
- Establishing that the Developer will provide an annual payment to Sumter County of \$15,000 per year from 2010 to 2014 to support the County's annual traffic monitoring program.

8. On August 31, 2010, the Developer submitted a NOPC that proposed amendments to Development Order Condition C.1, the Land Use Conversion Matrix, the legal description, and Map H and H-1 Master Plan of the Villages of Sumter DRI. Specifically the NOPC: 1) removes approximately 572 acres from the Villages of Sumter DRI, 2) amends the Land Use Trade-off Matrix Table 1 and 2 by adding Skilled Nursing Facilities, Assisted Nursing Facilities and Independent Nursing Facilities, 3) removes the Convention/Performing Arts Center Land Use from the DRI (Development Order Condition C.1 and Map H-1), removes the 40,000 s.f. Convention/Performing Arts Center entitlement and re-designates 15 acres on Map H-1 from Convention/Performing Arts Center to Village Clubhouses/Recreation Centers Land Use acres, 4) changes the Village Center Retail, Service, Office Land Use on CR 466 in the northeast corner of the DRI to Village Center Mixed Use, 5) changes the Village Center Retail Service, Office Land use on the south side of CR 466A east of CR 139 to Village Center Mixed Use, 6) reconfigures the Village Center Mixed Use and Residential Land Uses in the southeast corner of the DRI north of SR 44, 7) adds the Wildlife Corridor created pursuant to mitigation requirements of SWFWMD ERP number 43023491.006, 8) pursuant to the Developer's letter of notification dated May 5, 2010, revised the Land Use Allocation Table to reflect the conversion of 143,575 s.f. Retail to 1,629 d.u. Residential Land Use,

9) adds the traffic circle on CR 44A at Buena Vista Boulevard, and 9) adds approximately twelve (12) acres of railroad right of way property along the northerly right of way of S.R. 44 of the Villages of Sumter DRI. The Developer acquired this property after abandonment by the railroad with a Quiet Title Suit and subsequent deed. This property will be added to the adjacent land uses along the southerly boundary of the Villages of Sumter DRI. Three (3) acres to Wildlife Corridor, seven (7) acres to Village Center Mixed Use, and two (2) acres to Regional Recreation Centers. No increase of impacts will occur as a result of this addition. **See Attachment # 1**

- 9 Based on the documentation submitted and the testimony provided, Sumter County finds that the changes do not constitute a substantial deviation.

SECTION 2. CONCLUSIONS OF LAW

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

- 1 Sumter County is the governing body having jurisdiction over the review and approval of the NOPC, pursuant to Chapter 380, F.S., and is authorized and empowered to issue this amendment to The Villages of Sumter DRI ADO.
2. The property does not lie within an Area of Critical State Concern.
3. The proposed development is consistent with the applicable local comprehensive plan as amended and is consistent with the applicable local land development regulations.
4. The proposed development is consistent with the Withlacoochee Strategic Regional Policy Plan.
- 5 The provisions of this amendment to the ADO shall not be construed as a waiver of or exception to any local, state or federal law or regulation.
6. The impacts of this development, as conditioned by this Amendment to the ADO, are adequately addressed pursuant to the requirements of Chapter 380, F.S., and the changes as approved by the County do not constitute a substantial deviation to the ADO or subsequent amendments or create additional adverse local impacts.
- 7 To the extent that the Application for Development Approval (ADA) or NOPC, or any other document is inconsistent with the terms and conditions of this Amendment to the ADO, this Amendment to the ADO shall prevail.

SECTION 3. GENERAL CONDITIONS.

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

1. Master Development Plan

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

- a. Remove the 5.72 acre parcel deleted from the DRI from Map H and its acreage from Map H-1. This parcel includes approximately 3 acres of Roads Land Use.
- b. Add approximately 12 acres of railroad right of way property along the northerly right of way of S.R. 44 to the Villages of Sumter DRI.
- c. Remove Convention/Performing Arts Center Land use and 40,000 s.f. entitlements and apply the Convention/Performing Arts 15 acres entitlement to Clubhouses/Village Recreation Centers Land Use acres.
- d. Change the V.C., Retail, Service, Office Land Use on County Road 466 in the northeast corner of the DRI to V.C. Mixed Use.
- e. Change the V.C. Retail, Service, Office Land Use on the south side of County Road 466A east of County Road 139 to V.C. Mixed Use.
- f. Reconfigure the V.C., Mixed Use and Residential Land Uses in the southeast corner of the DRI north of State road 44 and add the Wildlife Corridor created pursuant to mitigation requirements of SWFWMD ERP 43023491.006. The addition of the Wildlife Corridor added 32 acres to the Conservation (Wildlife/Preservation & Management Areas) Land Use. The Corridor replaced 14 acres of Residential Land Use and 18 acres of Retail Service Land Use.
- g. Add the traffic circle on CR 44A at Buena Vista Boulevard.

The revised Maps H and H-1 are attached as **Exhibit 1**.

2. Land Use Equivalency Matrix

Amend the Land Use Equivalency Matrix Table 1 and 2 by adding Skilling Nursing Facilities, Assisted Living Facilities and Independent Living Facilities Land Uses. The revised Land Use Equivalency Matrix is attached as **Exhibit 3**

3 Development Order Condition C.1

Amend Development Order Condition C.1 to reflect the deletion of 40,000 s.f. of Convention Center

4. Legal Description

Amend the legal description of the Villages of Sumter DRI to reflect the removal of approximately 5.72 acre parcel from the DRI and addition of 12 acres railroad right of way property. The revised legal description is attached as **Exhibit 2**.

35 Final Approval of Development Entitlements This Amendment to the ADO constitutes final approval to develop in Sumter County not more than 33,829 conventionally constructed (no manufactured housing or mobile homes) residential dwelling units on 6,513 acres; 77 acres of institutional/educational space, on which the developer may construct local government and community facilities, churches and educational facilities; 1,732,775 s.f. of Gross Floor Area (GFA) of neighborhood, community or general retail structures on 527 acres; 417,110 s.f. GFA of office space on 20 acres; 200 hotel rooms; attraction/recreation facilities consisting of 8 theater screens on 5 acres; 6 regional recreation centers on 67 acres; clubhouses and Village recreation centers on 163 acres; urban facilities and services on 37 acres; 24 marina slips; 396 holes of golf on 2,992 acres; and 3,088 acres of related roads, recreation and conservation areas, wetlands, buffer area, stormwater retention and open space for a total development area of 13,489 acres, where average residential density shall not exceed 5 dwelling units per gross residential acre, on the property as depicted in Map H and H-1 Master Plan and the Land Use Allocation and Phasing Charts (Revised August, 2010) attached as **Exhibit 1**.

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

- 1 Final Order. That this Amendment to the ADO shall constitute the final order of Sumter County in response to the DRI NOPC filed by the Developer.
2. Definitions. That the definitions found in Chapter 380, F.S. (2003) shall apply to this amendment to the ADO
- 3 Assignability: Persons Bound. That this Amendment to the ADO shall be binding upon the Developer and its heirs, assignees, or successors in interest including community development districts created pursuant to Ch. 190, F.S.
4. Severability. That in the event any portion or section of this amendment to the ADO is determined to be invalid, illegal or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this amendment to the ADO, which shall remain in full force and effect.
- 5 Recordation of Notice of Adoption. Within 15 working days of rendition of the corresponding 5th DOA by Sumter County, the Developer shall cause a Notice of Adoption of this amendment to be recorded among the Public Records of Sumter County in accordance with Section 380.06 (15), F.S., and shall provide a copy of the recorded Notice to the Sumter County, Sumter County, the WRPC, the ECFRPC and the DCA.
6. Restriction on Downzoning, Density Reduction or Intensity Reduction. That Sumter County agrees that the approved DRI shall not be subject to down zoning, density reduction, or intensity reduction after the effective date of this amendment to the ADO, unless Sumter County can demonstrate that substantial changes in the conditions underlying the approval of the amendment to the ADO have occurred, or that the amendment to the ADO was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by Sumter County to be essential to the public health, safety or welfare.
- 7 Impact Fees. That approval of this amendment to the ADO shall not exempt any portion or unit of the Villages of Sumter development from any future impact fees imposed by Sumter County Developer credit for applicable improvements paid for by it pursuant to

the requirements of this amendment to the ADO shall be given as provided for by Section 380.06(16), F.S.

8. Effective Date. That upon adoption, this Amendment to the ADO shall be transmitted to the WRPC, the FDCA and the Developer and shall become effective upon rendering of this Development Order by Sumter County
- 9 Transmittal of Amendment. That copies of this Amendment to the ADO shall be transmitted immediately by certified mail to the WRPC, FDCA and the Developer, by Sumter County

ADOPTED, in Regular Session this _____, 2010, by the Sumter County Board of County Commissioners.

ATTEST:

**BOARD OF COUNTY COMMISSIONERS
OF SUMTER COUNTY, FLORIDA**

CLERK AND AUDITOR

CHAIRMAN

EXHIBITS

- | | |
|-------------------------|--------------------------------------------------------------------------------------------------------|
| <u>Exhibit 1</u> | Maps H and H-1, Master Development Plan, Land Use Allocation and Phasing Charts (Revised August, 2010) |
| <u>Exhibit 2</u> | Revised Legal Description of the Villages of Sumter DRI |
| <u>Exhibit 3</u> | Revised Land Use Equivalency Matrix Tables 1 and 2 |

ATTACHMENT #1

RAILROAD RIGHT-OF WAY MAP

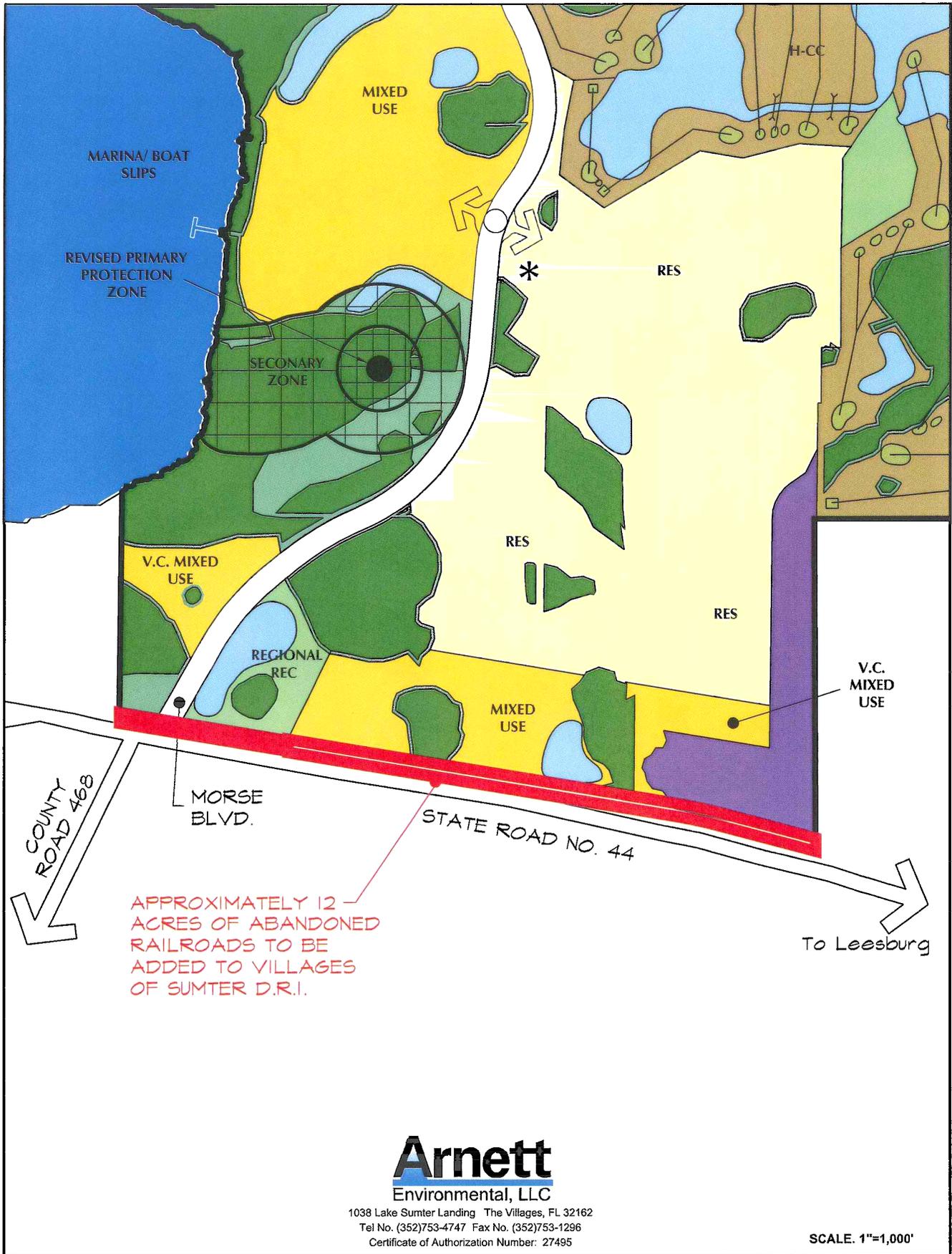


EXHIBIT 1

MAPS H AND H-1, MASTER DEVELOPMENT PLAN,
LAND USE ALLOCATION AND PHASING CHARTS
(REVISED AUGUST, 2010)

LEGEND

- VILLAGES OF SUMTER ON BOUNDARY
- COUNTY LINE
- RESIDENTIAL
- MIXED USE
- EDUCATIONAL/INSTITUTIONAL
- WASTE WATER TREATMENT FAC.
- WATER TOWER / WELL SITE
- HOSPITAL / FIRE STATION / EMS
- REGIONAL / VILLAGE RES. CENTER
- GOLF COURSE
- GOLF GREENS/TEES/FAIRWAYS
- LAKE
- STOR/WATER
- BUFFER
- EAGLE, KESTREL & TORTOISE PRES.
- MILDLIFE CORRIDOR
- WETLAND
- EAGLE MANAGEMENT AREA
- AGG. CHAMPIONSHIP GOLF COURSE
- A-BX EXECUTIVE GOLF COURSE
- * GATE HOUSE

VILLAGES OF SUMTER DRI FIFTH AMENDMENT TO THE SECOND AMENDED AND RESTATED DEVELOPMENT ORDER

AUGUST, 2010

MASTER DEVELOPMENT PLAN

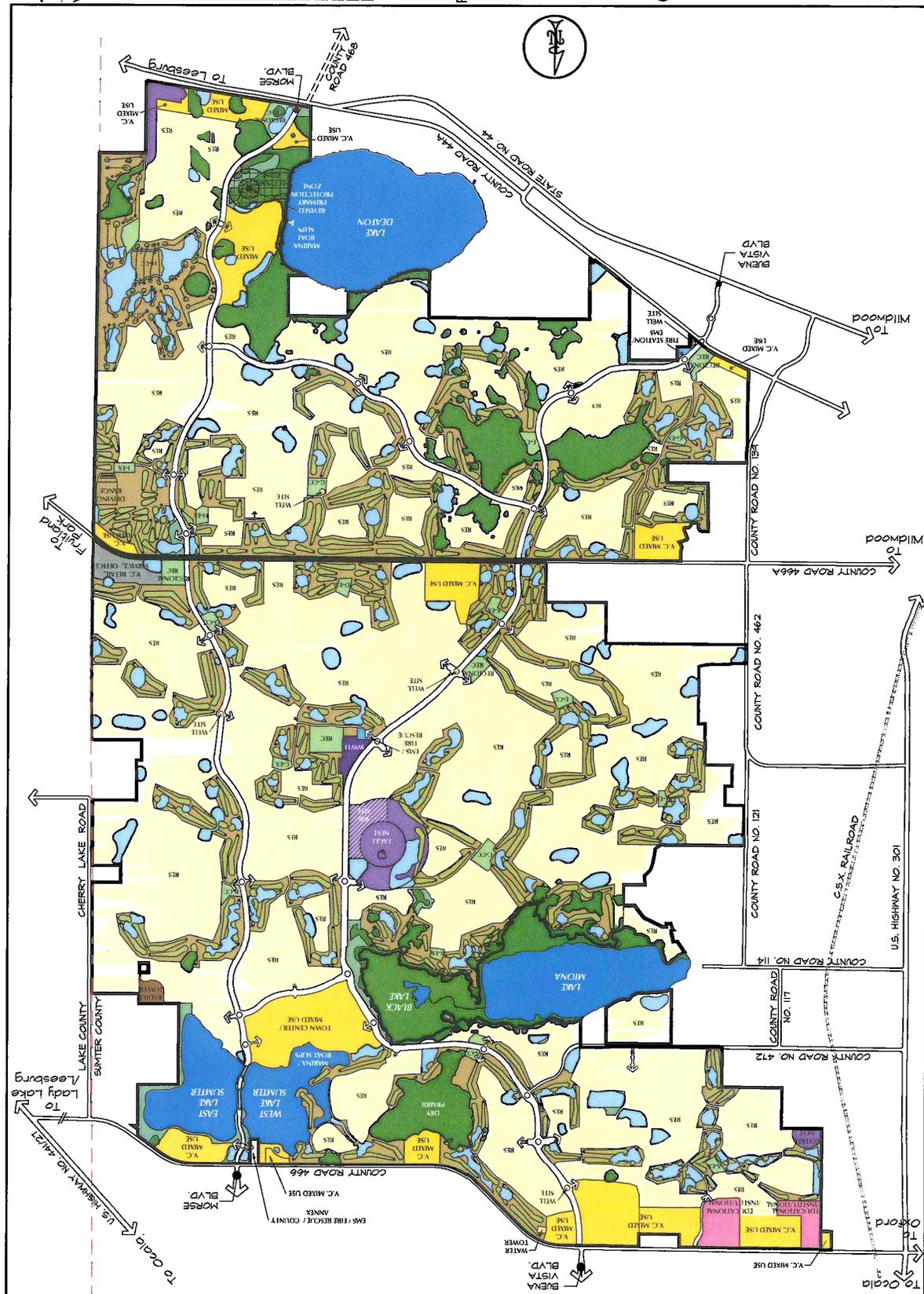
The Villages
1020 Lake Sumter Landing
The Villages, Florida 32162

Arnett Environmental, LLC
1833 Lake Sumter Landing, The Villages, FL 32162
Tel: 352-399-1111
Fax: 352-399-1112
Certificate of Accreditation Number: 27465

0 1000 2000 3000 4000 5000
SCALE IN FEET

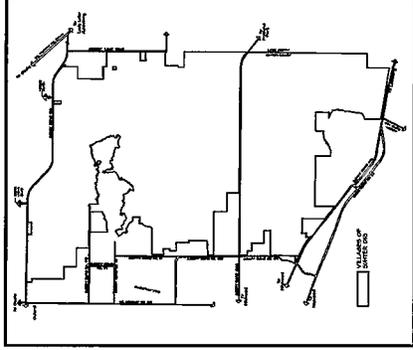
JOB NUMBER: 05-27-10
MAP #:
DATE:
DRAWN BY:
CHECKED BY:
REVISIONS:

MAP H



Amended Villages of Sumter - Phasing Schedule

LAND USE	Phase I 2003-2005	Phase II 2006-2008	Phase III 2009-2011	Phase IV 2012-2014	Total
RESIDENTIAL (dri's)	5,674	9,750	11,379	7,026	33,829
RETAIL SERVICE (dri)	3-5,000	275,000	750,000	332,775	1,732,775
(TOWN CENTER & VILLAGE CENTERS)					
OFFICE (dri)	35,000	120,000	200,000	62,110	417,110
HOTEL (rooms)	0	120	0	80	200
ATTRACTION/ RECREATION					
THEATER (seats)	8				8
REGIONAL RECREATION CENTERS (dri)	1	2	2	1	6
BOAT SLIPS :					
BOAT SLIPS - LAKE SUMTER	16				16
BOAT SLIPS - LAKE DEBOW			8		8
COLE COURSES (holes)	135	126	117	18	396
EDUCATIONAL/ INSTITUTIONAL	185,000	205,000	75,296		465,296



Villages of Sumter - Land Use Allocation

LAND USE	VILLAGES OF SUMTER DRI APPROVED				VILLAGES OF SUMTER DRI FIFTH AMENDMENT PROPOSED CHANGES				VILLAGES OF SUMTER DRI AFTER FIFTH AMENDMENT					
	ACREAGE	UNITS	NON-RESIDENTIAL GROSS SQUARE FEET	OTHER	ACREAGE	UNITS	NON-RESIDENTIAL GROSS SQUARE FEET	OTHER	ACREAGE	UNITS	NON-RESIDENTIAL GROSS SQUARE FEET	OTHER	NET DENSITY PER ACRE AND AMENDED VOS	PERCENT TOTAL ACRES AMENDED VOS
RESIDENTIAL	6,327	32,200			-14	1,629	-143,575		6,313	33,829	1,732,775		5	46.2
RETAIL SERVICE	541		1,876,350		-14				527					3.9
(TOWN CENTER & VILLAGE CENTERS)														
OFFICE	20				0		0		20		417,110			0.14
HOTEL	20		417,110	200	0			0	20			200		0.14
HOSPITAL	0				0			0	0					0.0
BEDS														
ATTRACTION/ RECREATION	15				-15		-40,000		0		0			0.0
CONVENTION/PERFORMING ARTS CENTER	5		40,000		0				5			8		0.03
THEATER	65			8	0			0	67			6		0.49
REGIONAL RECREATION CENTERS				6	2									
BOAT SLIPS														
BOAT SLIPS - LAKE SUMTER				16				0				16		
BOAT SLIPS - LAKE DEBOW				8				0				8		
CLUBHOUSES / VILLAGE REC. CENTERS	148				15				163					1.2
COLE COURSES	2,992				0				2,992					22.2
HOLDS				396				0				396		
EDUCATIONAL / INSTITUTIONAL	77		465,286		0		0		77		465,286			0.6
FACILITIES & SERVICES	37				0			0	37					0.3
FIRE STATION/ EMS	7			1	0			0	7			1		
WASTE WATER TREATMENT FACILITY	78			2	0			0	78			2		
WATER WELL SITES	2			4	0				2			4		
RADIO TOWER	74				0				74					
CONSERVATION (WILDLIFE/ PRESERVATION & MANAGEMENT AREAS)	154				35				189					1.4
WETLANDS	811				0				811					6.0
LAKES	336				0				336					2.5
ROADS	563				-3				560					4.2
PARKS / OPEN SPACE/ BUFFERS	297				0				297					2.2
STORMWATER	876				0				876					6.5
TOTAL	13,483	32,200	2,795,746		6	1,627	-163,575		13,489	33,829	4,615,171			100

NET ACREAGES SHOWN ARE ROUNDED TO THE NEAREST WHOLE NUMBER AND SUBJECT TO CHANGE BASED ON SURVEY AND ENGINEERING. ACREAGE FOR OFFICE USE IS EXCLUSIVE OF MIXED USE AREAS.

VILLAGES OF SUMTER DRI
FIFTH AMENDMENT TO THE
SECOND AMENDED AND
RESTATED DEVELOPMENT
ORDER

AUGUST, 2010

MASTER
DEVELOPMENT
PLAN



1000 Lake Street, Lehigh
The Villages, Florida 32162

Arnett
ENVIRONMENTAL LLC

1033 Lake Street, Lehigh The Villages, FL 32162
Tel: (352) 344-4747 Fax: (352) 344-1998
Company Website: www.arnett.com

Job number
Date
Drawn by
Checked by
Revisions

MAP H-1
05-27-10
KMK
SRV

MAP H-1

EXHIBIT 2

REVISED LEGAL DESCRIPTION
OF THE
VILLAGES OF SUMTER DRI

**REVISED LEGAL DESCRIPTION OF
THE VILLAGES OF SUMTER DEVELOPMENT
REGIONAL IMPACT**

SECTION 13, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE SOUTH 1/2 OF THE SOUTHWEST 1/4 OF SECTION 13, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, LESS THE WEST 272.25 FEET OF THE NORTH 850.00 FEET THEREOF AND LESS THE RIGHT-OF-WAY FOR C.R. 466; AND

THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SAID SECTION 13 LYING SOUTH OF C.R. 466;
AND

A PORTION OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 13, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, DESCRIBED AS FOLLOWS. BEGIN AT THE SOUTHEAST CORNER OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 13, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, THENCE PROCEED N88°57'36" EAST ALONG THE SOUTH LINE OF SECTION 13, A DISTANCE OF 170.90 FEET, THEN NORTH 54°00'17" WEST, PARALLEL WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF COUNTY ROAD 466, A DISTANCE OF 211 18 FEET TO THE EAST LINE OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 13, THENCE SOUTH 00°00'25" WEST ALONG SAID EAST LINE A DISTANCE OF 127.22 FEET TO THE POINT OF BEGINNING; AND

SECTION 14, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE SOUTH 1/4 OF SAID SECTION 14 LYING SOUTH OF C.R. 466; AND

SECTION 15, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THAT PART OF THE SOUTH 1/2 OF THE NORTHWEST 1/4 LYING SOUTH OF COUNTY ROAD 466; THE SOUTHWEST 1/4, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466, THAT PART OF THE SOUTHEAST 1/4 LYING SOUTH OF COUNTY ROAD 466; AND

EXHIBIT "2"

SECTION 16, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 16, TOWNSHIP 18 SOUTH, RANGE 23 EAST, LYING SOUTH OF THE RIGHT-OF-WAY FOR C.R. 466; LESS THE FOLLOWING DESCRIBED PROPERTY.

BEGIN AT THE INTERSECTION OF THE WEST LINE OF THE EAST 1/2 OF THE SOUTHEAST 1/4 OF THE NORTHWEST 1/4 OF THE OF SECTION 16, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, WITH THE SOUTH RIGHT-OF-WAY OF COUNTY ROAD 466 SAID RIGHT-OF-WAY BEING 50 FEET FROM THE CENTERLINE THEREOF) AND RUN S00°34'19"W ALONG WEST LINE 410.00 FEET; THENCE S89°11'15"E PARALLEL WITH SAID RIGHT-OF-WAY A DISTANCE OF 1319.43 FEET TO THE EAST LINE OF THE SAID WEST 1/2 OF THE SOUTHWEST 1/4 OF THE NORTHEAST 1/4, THENCE N00°31'04"E ALONG SAID EAST LINE 410.00 FEET TO THE SOUTH RIGHT-OF-WAY OF COUNTY ROAD 466, THENCE N89°11'15"W ALONG SAID RIGHT-OF-WAY 1319.04 FEET TO THE POINT OF BEGINNING; AND

SECTION 17, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE SOUTH 3/4 OF THE EAST 1/2 OF SAID SECTION 17, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466, AND

THE EAST 348.23 FEET OF BLOCKS H AND I, IN THE TOWN OF OXFORD AND THE EAST 348.23 FEET OF THAT PART OF MAIN STREET LYING BETWEEN THE ABOVE DESCRIBED BLOCKS, ALL IN THE TOWN OF OXFORD, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 1, PAGES 32 AND 33, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, AND

LESS ANY PORTION THEREOF LYING WITHIN THE FOLLOWING DESCRIBED TRACT· BEGIN AT THE SOUTHEAST CORNER OF SAID BLOCK "I"; THENCE N89°23'30"W, ALONG THE SOUTH LINE OF BLOCKS "I" AND "F", 640.00 FEET TO THE EAST LINE OF THE WEST 210.00 FEET OF THE EAST 274.80 FEET OF SAID BLOCK "F"; THENCE DEPARTING SAID SOUTH LINE OF BLOCK "F", N00°24'09"E ALONG SAID EAST LINE, 180.00 FEET; THENCE S89°23'30"E, 291.77 FEET; THENCE S81°07'56"E, 104.41 FEET; THENCE S89°23'30"E, 244.96 FEET TO THE EAST LINE OF BLOCK "I"; THENCE S00°24'09"W, 165.00 FEET TO THE POINT OF BEGINNING; ALSO, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466; AND

EXHIBIT "2"

SECTION 20, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 20; AND

SECTION 21, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE NORTH 1/2 OF SAID SECTION 21, LESS RIGHT-OF-WAY FOR C.R. 472, ALSO LESS THE WEST 1/2 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 ; AND

GOVERNMENT LOT 1, LESS THE EAST 750.00 FEET, ALL OF GOVERNMENT LOT 2, AND THE EAST 330.00 FEET OF GOVERNMENT LOT 3, LESS RIGHT OF WAY FOR COUNTY ROAD 472, ALL IN SECTION 21, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, AND

SECTION 22, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF FRACTIONAL SECTION; AND

SECTION 23, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF FRACTIONAL SECTION; AND

SECTION 24, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE NORTHWEST 1/4 OF THE NORTHEAST 1/4, THE SOUTH 3/4 OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4; THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4, LESS THE SOUTH 296.00 FEET OF THE EAST 296.00 FEET THEREOF; THE WEST 1/2 OF SAID SECTION 24, AND

SECTION 25, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 25, TOWNSHIP 18 SOUTH, RANGE 23 EAST, LESS THE NORTH 540 FEET OF THE EAST 965 FEET OF THE SOUTHEAST 1/4 THEREOF AND LESS THE EAST 25 FEET THEREOF FOR COUNTY ROAD; AND

SECTION 26, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF FRACTIONAL SECTION 26; AND

SECTION 27, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF FRACTIONAL SECTION 27, AND

SECTION 28, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

GOVERNMENT LOT 1 AND THE SOUTH 1/4 OF FRACTIONAL SECTION 28, LESS RIGHT-OF-WAY FOR COUNTY ROAD 121 ALONG THE WEST SIDE THEREOF; AND

THAT PORTION OF THE NORTH 1/2 OF THE SOUTH 1/2 OF SECTION 28 LYING EASTERLY OF AND ADJOINING THE FOLLOWING DESCRIBED LINE.

COMMENCE AT THE SOUTHEAST CORNER OF LOT 88, THE FAIRWAYS AT ROLLING HILLS, FIRST ADDITION, AS RECORDED IN PLAT BOOK 4, PAGES 126 AND 126-A, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, THENCE ALONG THE SOUTH LINE OF AFORESAID NORTH 1/2 OF SOUTH 1/2, RUN N89°57'01"E, 70.00 FEET TO THE POINT OF BEGINNING; THENCE N46°03'58"E, 185.55 FEET; THENCE N07°00'05"E, 90.00 FEET TO THE SOUTHEASTERLY CORNER OF LOT 87 OF AFORESAID PLAT OF THE FAIRWAYS AT ROLLING HILLS, FIRST ADDITION; THENCE ALONG SAID PLATTED BOUNDARY WITH THE FOLLOWING COURSES: N07°00'05"E, 122.81 FEET; THENCE N09°52'33"E, 212.94 FEET; THENCE N12°06'54"E, 94.30 FEET; THENCE N19°58'25"E, 95.90 FEET; THENCE N22°49'24"E, 100.04 FEET; THENCE N36°40'10"E, 92.46 FEET TO THE MOST EASTERLY CORNER OF LOT 81 OF THE FAIRWAYS AT ROLLING HILLS, FIRST ADDITION, THENCE DEPARTING SAID PLATTED BOUNDARY, RUN N47°44'56"E, 170.00 FEET; THENCE N00°04'19"W, 310.00 FEET TO THE NORTH LINE OF AFORESAID NORTH 1/2 OF SECTION 28 TO END OF DESCRIPTION LINE, LESS THAT PORTION LYING WITHIN THE NORTH TEN (10) FEET OF THE NORTHWEST 1/4 OF THE SOUTHEAST 1/4 OF AFORESAID SECTION 28; AND

THOSE PORTIONS OF GOVERNMENT LOTS 2 AND 3 OF SECTION 28, TOWNSHIP 18 SOUTH, RANGE 23 EAST, DESCRIBED AS FOLLOWS.

FROM THE SOUTHEAST CORNER OF GOVERNMENT LOT 2 (ALSO REFERRED TO AS THE SOUTHEAST CORNER OF THE WEST 1/2 OF THE NORTHEAST 1/4 OF SAID SECTION 28); THENCE N00°00'52"W ALONG THE EAST LINE THEREOF 661.98 FEET TO THE NORTHEAST CORNER OF THOSE LANDS DESCRIBED AS PARCEL 2 IN OFFICIAL RECORDS BOOK 397, PAGE 152, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, AND THE POINT OF BEGINNING; FROM SAID POINT OF BEGINNING RUN ALONG THE BOUNDARY OF THOSE LANDS DESCRIBED AS PARCEL 2 IN SAID OFFICIAL RECORDS BOOK 397, PAGE 152, THE FOLLOWING (5) FIVE COURSES: (1) THENCE S89°55'20"W FOR 375.24 FEET; (2) THENCE N38°08'20"W FOR 522.75 FEET; (3) THENCE N64°39'00"W FOR 653.77 FEET; (4) THENCE S89°55'40"W FOR 137.86 FEET; (5) THENCE S00°04'20"E FOR

EXHIBIT "2"

100.00 FEET TO THE NORTH RIGHT-OF-WAY LINE OF COUNTY ROAD 122 AS DESCRIBED IN OFFICIAL RECORDS BOOK 84, PAGE 690, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, THENCE S89°55'40"W ALONG SAID NORTH RIGHT-OF-WAY LINE 160.00 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF EAGLE LANE AS RECORDED IN OFFICIAL RECORDS BOOK 132, PAGE 549, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, THENCE RUN ALONG THE EASTERLY AND NORTHEASTERLY RIGHT-OF-WAY LINE THE NEXT (2) TWO COURSES, (1) N14°15'00"W FOR 207.74 FEET (2) N52°34'00"W FOR 16.40 FEET TO THE SOUTHWEST CORNER OF LOT 82, ROLLING HILL MANOR (AN UNRECORDED SUBDIVISION) AS DESCRIBED IN OFFICIAL RECORDS BOOK 275, PAGE 472, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, THENCE N79°10'00"E ALONG THE SOUTH BOUNDARY OF SAID LOT 82 FOR 61.27 FEET; THENCE N05°32'35"W ALONG THE EAST BOUNDARY OF SAID LOT 82 FOR 146.48 FEET; THENCE S79°10'00"W ALONG THE NORTH BOUNDARY OF SAID LOT 82 FOR 19.88 FEET; THENCE DEPARTING SAID NORTH LINE N06°31'14"W FOR 50.14 FEET TO THE SOUTHEAST CORNER OF LOT 81 OF SAID ROLLING HILLS MANOR AS RECORDED IN OFFICIAL RECORDS BOOK 150, PAGE 371, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, THENCE N12°30'00"W ALONG THE EAST LINE OF SAID LOT 81 TO A POINT OF INTERSECTION WITH THE SOUTHERLY WATERS OF A CANAL, SAID POINT HEREINAFTER KNOWN AS POINT "A" AND THE POINT OF TERMINUS OF THIS LINE, THENCE FROM THE ABOVE DESCRIBED POINT OF BEGINNING; RUN N00°00'52"W ALONG THE EAST LINE OF SAID GOVERNMENT LOT 2 ALSO BEING THE EAST LINE OF THE WEST 1/2, OF THE NORTHEAST 1/4 OF SAID SECTION 28 FOR 1425.00 FEET, MORE OR LESS TO THE SOUTHERN WATERS OF LAKE MIONA, THENCE WESTERLY, NORTHWESTERLY, AND SOUTHWESTERLY ALONG THE WATERS OF SAID LAKE MIONA AND A SOUTHWESTERLY EXTENSION THEREOF TO THE INTERSECTION WITH THE NORTHEASTERLY EXTENSION OF THE NORTHWESTERLY LINE OF LOT 6, OF SAID ROLLING HILLS MANOR AS DESCRIBED IN OFFICIAL RECORDS BOOK 144, PAGE 45, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, AND THE SOUTHWESTERLY WATERS OF A CANAL, THENCE SOUTHEASTERLY ALONG SAID WATERS AND A SOUTHEASTERLY EXTENSION THEREOF TO AN INTERSECTION WITH THE NORTHERLY EXTENSION OF WEST LINE OF SAID LOT 81, AND THE SOUTHERLY WATERS OF A CANAL, THENCE EASTERLY ALONG SAID WATERS TO THE ABOVE DESCRIBED POINT A TO CLOSE, AND

SECTION 33, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

COMMENCE AT THE NW CORNER OF SECTION 33, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, AND PROCEED SOUTH 900 FEET, EAST 210 FEET, SOUTH 210 FEET, EAST 210 FEET FOR THE POINT OF BEGINNING, CONTINUE EAST 480 FEET, NORTH 420 FEET, EAST 420', NORTH 690 FEET, WEST 690 FEET, MORE OR LESS

EXHIBIT "2"

TO BROWN'S LOT, SOUTH 630 FEET, WEST 210 FEET, SOUTH APPROXIMATELY 480 FEET TO THE POINT OF BEGINNING; AND

THE EAST 3/4 OF THE NORTH 1/2, THE SOUTHEAST 1/4; THE EAST 1092.00 FEET OF THE SOUTHWEST 1/4 OF SAID SECTION 33 AND THAT PORTION OF THE SOUTH 775.00 FEET OF THE SOUTHWEST 1/4 OF SECTION 33 LYING SOUTH OF AN EXISTING IMPROVED ROAD, LESS THE EAST 1092.00 FEET THEREOF AND LESS RIGHT-OF-WAY FOR C.R. 462, AND

BEGIN AT THE SOUTHEAST CORNER OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4, SECTION 33, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, THENCE NORTH ALONG THE EAST LINE OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 33 A DISTANCE OF 630 FEET; THENCE WEST 420 FEET; THENCE SOUTH 420 FEET; THENCE WEST 568.5 FEET MORE OR LESS TO A POINT 336 FEET EAST OF THE WEST LINE OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 33, THENCE SOUTH ALONG A LINE PARALLEL WITH AND 336 FEET EAST OF SAID WEST LINE 210 FEET TO THE SOUTH LINE OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 33; THENCE EAST ALONG SAID SOUTH LINE 988.5 FEET MORE OR LESS TO THE POINT OF BEGINNING; AND

SECTION 34, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 34, AND

SECTION 35, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 35, AND

SECTION 36, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 36, TOWNSHIP 18 SOUTH, RANGE 23 EAST, LESS THE NORTH 1/2 OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 THEREOF, ALSO LESS THE FOLLOWING DESCRIBED TRACT OF LAND: BEGIN 16.95 FEET SOUTH OF THE NORTHEAST CORNER OF THE SECTION, RUN THENCE SOUTH 89°35'30" WEST 1464.00 FEET; THENCE SOUTH 00°52'00" WEST 643.25 FEET; THENCE SOUTH 00°54'40" EAST 665.55 FEET TO THE SOUTH LINE OF THE NORTH 1/2 OF THE NORTHEAST 1/4, THENCE EAST ALONG SAID SOUTH LINE TO THE EAST LINE OF THE SECTION, THENCE NORTH ALONG SAID EAST LINE TO THE POINT OF BEGINNING, AND ALSO LESS THE RIGHT-OF-WAY FOR COUNTY ROAD, IF ANY

EXHIBIT "2"

SECTION 1, TOWNSHIP 19 SOUTH, RANGE 23, EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 1, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466A, AND

SECTION 2, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 2, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466A; AND

SECTION 3, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THAT PART OF THE NORTH 1/2 OF THE EAST 3/4 OF SECTION 3, LYING NORTH OF COUNTY ROAD 466-A; AND

THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SECTION 3, TOWNSHIP 19 SOUTH, RANGE 23 EAST; AND

THE SOUTH 1/2 OF SAID SECTION 3, LESS RIGHT-OF-WAY FOR C.R. 466A, AND

SECTION 4, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE EAST 1/2 OF THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 4, TOWNSHIP 19 SOUTH, RANGE 23 EAST; AND

THE SOUTHEAST 1/4 AND THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 4; LESS RIGHT-OF-WAY FOR C.R. 466A,

THE N1/2 OF THE SW 1/4, LESS R/W ON N SIDE FOR CR 466-A AND LESS R/W ON WEST SIDE FOR CR 139 AND LESS S 15 FT OF W 789 FT OF N1/2 OF SW1/4, AND LESS THE NORTH 466.70 FEET OF THE SOUTH 481.70 FEET OF WEST 490.70 FEET OF NORTH 1/2 OF SAID SW 1/4, AND LESS THE FOLLOWING DESCRIBED LAND:

FROM THE NORTHWEST CORNER OF THE SOUTHWEST 1/4 OF SAID SECTION 4, RUN S00°22'17"W, ALONG THE WEST LINE OF THE SOUTHWEST 1/4 OF SAID SECTION 4 A DISTANCE OF 50.00 FEET TO THE SOUTH RIGHT OF WAY OF COUNTY ROAD 466A AND THE POINT OF BEGINNING; THENCE DEPARTING SAID WEST LINE S89°30'00"E, ALONG SAID RIGHT OF WAY A DISTANCE OF 2208.01 FEET; THENCE DEPARTING SAID RIGHT OF WAY, S00°29'59"W, 294.99 FEET; THENCE S11°45'51"W, 115.75 FEET; THENCE S03°11'42"E, 88.78 FEET; THENCE S20°58'27"E, 62.51 FEET; THENCE S26°51'45"E, 59.88 FEET; THENCE S39°43'42"E, 51.33 FEET; THENCE S72°01'33"W, 298.77 FEET TO A POINT ON THE ARC OF A CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 3,572.15 FEET AND A CHORD BEARING AND DISTANCE OF S21°25'12"E, 351.44 FEET; THENCE

EXHIBIT "2"

SOUTHERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 05°38'21", A DISTANCE OF 351.58 FEET TO THE POINT OF COMPOUND CURVATURE OF A CURVE CONCAVE NORTHWESTERLY AND HAVING A RADIUS OF 40.00 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 122°10'41", A DISTANCE OF 85.30 FEET TO THE POINT OF REVERSE CURVATURE OF A CURVE CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 171.00 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 98°54'59", A DISTANCE OF 295.22 FEET TO A POINT ON THE SOUTH LINE OF THE NORTH 1/2 OF SAID SOUTHWEST 1/4, THENCE N89°32'24"W, ALONG SAID SOUTH LINE A DISTANCE OF 249.33 FEET TO A POINT ON THE ARC OF A NON-TANGENT CURVE CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 170.00 FEET AND A CHORD BEARING AND DISTANCE OF N26°31'56"W, 303.33 FEET TO WHICH A RADIAL LINE BEARS S53°23'12"E, THENCE NORTHWESTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 126°17'27", AN ARC DISTANCE OF 374.71 FEET TO THE POINT OF TANGENCY, THENCE N89°40'39"W, 166.79 FEET; THENCE S00°19'21"W, 269.89 FEET TO A POINT ON THE SOUTH LINE OF THE NORTH 1/2 OF SAID SOUTHWEST 1/4, THENCE N89°32'24"W, ALONG SAID SOUTH LINE A DISTANCE OF 521.40 FEET TO A POINT ON THE EAST LINE OF THE WEST 789.00 FEET OF SAID SOUTHWEST 1/4; THENCE DEPARTING SAID SOUTH LINE N00°22'17"E, ALONG SAID EAST LINE A DISTANCE OF 15.00 FEET TO A POINT ON THE NORTH LINE OF THE SOUTH 15.00 FEET OF THE WEST 789.00 FEET OF SAID NORTH 1/2 OF THE SOUTHWEST 1/4, THENCE DEPARTING SAID EAST LINE N89°32'24"W, ALONG SAID NORTH LINE A DISTANCE OF 298.30 FEET TO A POINT ON THE EAST LINE OF WEST 490.70 FEET OF SAID NORTH 1/2 OF THE SOUTHWEST 1/4, THENCE DEPARTING SAID NORTH LINE N00°22'17"E, ALONG SAID EAST LINE A DISTANCE OF 466.70 FEET TO A POINT ON THE NORTH LINE OF THE SOUTH 481.70 FEET OF SAID NORTH 1/2 OF THE SOUTHWEST 1/4, THENCE DEPARTING SAID EAST LINE N89°32'24"W, ALONG SAID NORTH LINE A DISTANCE OF 490.70 FEET TO A POINT ON SAID WEST LINE THE SOUTHWEST 1/4, THENCE DEPARTING SAID NORTH LINE N00°22'17"E, ALONG SAID WEST LINE A DISTANCE OF 794.16 FEET TO THE POINT OF BEGINNING; AND

SECTION 9, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE EAST 1/2 OF SECTION 9, LESS THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4, THE SOUTH 3/4 OF THE NORTHWEST 1/4; THE WEST 1/2 OF THE SOUTHWEST 1/4, LYING NORTH OF COUNTY ROAD NO. 44A, THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4; THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SOUTHWEST 1/4 LYING NORTH OF COUNTY ROAD 44A, AND

EXHIBIT "2"

BEGIN AT THE NORTHWEST CORNER OF THE EAST 1/2 OF THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4, THENCE RUN SOUTH 440.00 FEET, EAST 396.00 FEET, NORTH 440.00 FEET, WEST 396.00 FEET TO THE POINT OF BEGINNING; AND

SECTION 10, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 10; AND

SECTION 11, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 11; AND

SECTION 12, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 12, AND

SECTION 13, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 13, AND

SECTION 14, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE WEST 1/2 OF THE NORTHWEST 1/4, THE NORTHEAST 1/4 OF THE NORTHWEST 1/4; THE EAST 1/2 OF THE SOUTHEAST 1/4; THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4; THE EAST 1/2 OF THE NORTHEAST 1/4 OF THE NORTHEAST 1/4, AND

SECTION 16, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 LYING EAST OF THE RAILROAD RIGHT-OF-WAY, THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 LYING NORTH AND EAST OF THE RAILROAD RIGHT-OF-WAY, LESS TERMINAL LANDS; LESS ANY PORTIONS THEREOF LYING WITHIN THE RIGHT-OF-WAY FOR COUNTY ROAD 44-A, AND

SECTION 23, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THAT PART OF THE EAST 1/2 OF THE NORTHEAST 1/4 OF SECTION 23, TOWNSHIP 19 SOUTH, RANGE 23 EAST, IN SUMTER COUNTY, FLORIDA, LYING NORTH OF THE NORTHERLY RIGHT-OF-WAY LINE OF THE CSX RAILROAD; AND

EXHIBIT "2"

SECTION 24, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THAT PART OF THE WEST 3/4 OF SAID SECTION 24 LYING NORTH OF THE RAILROAD RIGHT-OF-WAY, AND THAT PORTION OF THE FORMER C.S.X. RAILROAD RIGHT-OF-WAY LYING SECTIONS 23 AND 24, TOWNSHIP 19 SOUTH, RANGE 23 EAST, BOUNDED ON THE WEST BY THE WEST LINE OF THE EAST ¼ OF SAID SECTION 23 AND BOUNDED ON THE EAST BY THE EAST LINE OF THE WEST ¾ OF SAID SECTION 24, LESS RIGHT OF WAY FOR STATE ROAD 44.

LESS ANY PORTIONS OF SAID SECTIONS 8 AND 9, TOWNSHIP 19 SOUTH, RANGE 23 EAST, LYING WITH THE FOLLOWING DESCRIBED LANDS:

THAT LAND LYING IN SECTIONS 8 AND 9, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, DESCRIBED AS FOLLOWS.

FROM THE NORTHEAST CORNER OF THE SOUTH 1/2 OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 8 RUN N89°25'10"W, ALONG THE NORTH LINE THEREOF A DISTANCE OF 661.60 FEET TO THE NORTHWEST CORNER OF THE EAST 1/2 OF THE SOUTH 1/2 OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 8 AND THE WESTERLY BOUNDARY OF THE LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 1054, PAGE 164, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE ALONG SAID WESTERLY BOUNDARY THE FOLLOWING COURSES: S00°27'52"W, 4.79 FEET; THENCE S38°40'24"W, 35.13 FEET; THENCE S69°50'11"W, 1.95 FEET, MORE OR LESS, TO THE NORTHEASTERLY RIGHT-OF-WAY OF C-44A AS RECORDED IN MAP BOOK 4, PAGE 117, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, HEREAFTER REFERRED TO AS POINT "A"; THENCE RETURN TO THE POINT OF BEGINNING AND RUN ALONG THE BOUNDARY OF THE LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 2133, PAGE 557, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA THE FOLLOWING COURSES N00°29'25"E, ALONG THE WEST LINE OF SAID SECTION 9 A DISTANCE OF 663.13 FEET; THENCE CONTINUE ALONG SAID WEST LINE, N00°27'24"E, 1,404.51 FEET TO THE EASTERLY RIGHT-OF-WAY OF CR-139 AS DESCRIBED IN OFFICIAL RECORDS BOOK 2136, PAGE 408, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA AND A POINT ON THE ARC OF A CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 1,579.55 FEET AND A CHORD BEARING AND DISTANCE OF N07°28'27"E, 409.27 FEET; THENCE DEPARTING SAID WEST LINE, NORTHERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 14°53'15", A DISTANCE OF 410.42 FEET; THENCE N00°27'24"E, 193.66 FEET TO THE NORTH LINE OF THE SOUTH 3/4 OF THE NORTHWEST 1/4 OF SAID SECTION 9; THENCE ALONG SAID NORTH LINE, S89°35'22"E, 20.00 FEET; THENCE DEPARTING SAID NORTH LINE, S00°27'24"W, 193.60 FEET TO A POINT ON THE ARC OF A CURVE CONCAVE

EXHIBIT "2"

WESTERLY, HAVING A RADIUS OF 1,599.55 FEET AND A CHORD BEARING AND DISTANCE OF S05°21'49"W, 297.20 FEET; THENCE SOUTHERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 10°39'40", A DISTANCE OF 297.63 FEET; THENCE S00°25'07"W, 1,511.83 FEET; THENCE S00°57'59"W, 1,031.09 FEET, MORE OR LESS, TO SAID NORTHEASTERLY RIGHT-OF-WAY OF C-44A, THENCE ALONG SAID NORTHEASTERLY RIGHT-OF-WAY 795.00 FEET MORE OR LESS TO POINT "A" AND TO CLOSE.

EXHIBIT 3

REVISED LAND USE EQUIVALENCY MATRIX
TABLES 1 AND 2 OF THE VILLAGES OF SUMTER DRI



Kimley-Horn
and Associates, Inc.

May 13, 2010

■
1725 Hermitage Blvd
Tallahassee, Florida
32308

Mr Marty Dzuro
Grant & Dzuro
990 Old Mill Run
The Villages, Florida 32162

Subject: Villages of Sumter Development of Regional Impact
Notice of Proposed Change

Dear Marty:

Enclosed with this letter are updated land use conversion matrices (Tables 1 and 2) for future use in The Villages of Sumter Development of Regional Impact. The matrices have been updated to include three additional land uses: congregate care facility, assisted living, and nursing home. A congregate care facility is also known as an independent living facility (ILF), assisting living is also known as an assisted living facility (ALF), and skilled nursing is also known as a skilled nursing facility (SNF). The matrices were also updated with trip rates (Table 3) from the latest buildout analysis of The Villages of Sumter, which was the 3rd Substantial Deviation in 2008, and any subsequent conversions. As agreed to previously, the matrices take into account the different concentrations of land use in different areas of the development with trip rates specific to each area - north of CR 466A and south of CR 466A. The conversion matrices are based on external trip rates for each land use in each area, such that any conversion would be trip neutral with respect to external roadways. The conversion limits agreed upon in the current Development Order remain unchanged.

Below is an example calculation using the matrices to help understand their application.

*If one would like to develop 260 beds of assisting living north of CR 466A, one would need to reduce the commercial square footage by 17,160 to remain trip neutral (using the Area 1 matrix one bed of assisted living is equal to 66 square feet of retail, $260 * 66 = 17,160$). The conversion would result in equivalent external roadway impacts based on the most recent buildout analysis for The Villages.*

■
TEL 850 553 3500
FAX 850 309 0055



Kimley-Horn
and Associates, Inc.

Mr. Marty Dzuro, May 13, 2010, Page 2

If you have any questions regarding this table or additional calculations, please feel free to contact me.

Very truly yours,

KIMLEY-HORN AND ASSOCIATES, INC.

A handwritten signature in black ink that reads "Richard R. Barr".

Richard R. Barr, AICP
Senior Vice President

Enclosures

RRB/brs

K:\TAL_TPTO\040380 Villages\002-022 Vill of Sumter\2159 NOPC No. 5\Correspondence\DzuroM100513.doc

TABLE 1
LAND USE TRADE-OFF MATRIX - AREA 1
FROM C.R. 466 TO C.R. 466A
EQUIVALENT P.M. PEAK HOUR EXTERNAL TRIPS

Land Use	Residential D.U.	Retail (Area 1) sq. ft.	Office (Area 1) sq. ft.	Hotel (Area 1) Room	Congregate Care (ILF) D.U.	Assisted Living (ALF) Bed	Nursing Home (SNF) Bed
VILLAGES OF SUMTER (CR 466 to CR 466A):							
Residential	1 d.u. is equivalent to	88	116	0.533	2.000	1.333	1.333
Retail (Area 1)	1,000 sq. ft. is equivalent to	1,000	1,319	6.067	22.750	15.167	15.167
Office (Area 1)	1,000 sq. ft. is equivalent to	758	1,000	4.600	17.250	11.500	11.500
Hotel (Area 1)	1 room is equivalent to	1.875	217	1.000	3.750	2.500	2.500
Congregate Care Facility (ILF)	1 d.u. is equivalent to	0.500	44	0.267	1.000	0.667	0.667
Assisted Living (ALF)	1 bed is equivalent to	0.750	66	0.400	1.500	1.000	1.000
Nursing Home (SNF)	1 bed is equivalent to	0.750	66	0.400	1.500	1.000	1.000

TABLE 2
 LAND USE TRADE-OFF MATRIX - AREA 2
 FROM C.R. 466A SOUTH
 EQUIVALENT P.M. PEAK HOUR EXTERNAL TRIPS

Land Use	Residential D.U.	Retail (Area 2) sq. ft.	Office (Area 2) sq. ft.	Hotel (Area 2) Room	Congregate Care (ILF) D.U.	Assisted Living (ALF) Bed	Nursing Home (SNF) Bed
VILLAGES OF SUMTER (From CR 466A South):							
Residential	1 d.u. is equivalent to	1,000	101	131	0.533	1.333	1.333
Retail (Area 2)	1,000 sq. ft. is equivalent to	9,875	1,000	1,295	19,750	13,167	13,167
Office (Area 2)	1,000 sq. ft. is equivalent to	7,625	772	1,000	15,250	10,167	10,167
Hotel (Area 2)	1 room is equivalent to	1,875	190	246	3,750	2,500	2,500
Congregate Care Facility (ILF)	1 d.u. is equivalent to	0.500	51	66	1,000	0.667	0.667
Assisted Living (ALF)	1 bed is equivalent to	0.750	76	98	1,500	1,000	1,000
Nursing Home (SNF)	1 bed is equivalent to	0.750	76	98	1,500	1,000	1,000

TABLE 3
VILLAGES OF SUMTER
P.M. PEAK HOUR TRIPS - BY AREA

Land Use	Cumulative No. of Units at Buildout	External Trips
Residential (Area 1)	23,054	1,790
Residential (Area 2)	10,775	835
Total Residential	33,829	2,625
Retail (Area 1 - CR 466 to CR 466A)	1,852,433	1,686
Retail (Area 2 - CR 466A South)	2,368,600	1,868
Total Retail	4,221,033	3,554
Office (Area 1 - CR 466 to CR 466A)	240,622	166
Office (Area 2 - CR 466A South)	295,888	181
Total Office	536,510	347
Hotel (Area 1 - CR 466 to CR 466A)	120	18
Hotel (Area 2 - CR 466A South)	280	41
Total Hotel	400	59

The Villages

NOTICE OF PROPOSED CHANGE FOR THE VILLAGES OF SUMTER DRI

(5th Amendment to the 2nd Amended and Restated Development Order)



Prepared for:

**THE VILLAGES OF LAKE-SUMTER, INC.
1020 LAKE SUMTER LANDING
THE VILLAGES, FLORIDA 32162**

Prepared by:

**GRANT & DZURO
ENGINEERS • SURVEYORS • LAND PLANNERS
990 OLD MILL RUN
THE VILLAGES, FLORIDA 32162**

SUMMER 2010

STATE OF FLORIDA
DEPARTMENT OF COMMUNITY AFFAIRS
DIVISION OF RESOURCE PLANNING AND MANAGEMENT
BUREAU OF STATE PLANNING
2555 Shumard Oak Blvd
Tallahassee, Florida 32399
850/922-1757

**NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED
DEVELOPMENT OF REGIONAL IMPACT (DRI)
SUBSECTION 380.06(19), FLORIDA STATUTES**

Subsection 380.06(19), Florida Statutes (F.S.), requires that submittal of a proposed change to a previously approved DRI be made to the local government, the regional planning agency, and the state land planning agency according to this form.

1. I, Martin L. Dzuro, the undersigned authorized representative of The Villages of Lake-Sumter, Inc., hereby give notice of a proposed change to a previously approved Development of Regional Impact in accordance with Subsection 380.06(19), F.S. In support thereof, I submit the following information concerning the Villages of Sumter DRI, which information is true and correct to the best of my knowledge. I have submitted today, under separate cover, copies of this completed notification to Sumter County, Marion County, the Town of Lady Lake, and the Withlacoochee Regional Planning Council.

August 31, 2010
(Date)

(Signature)



2. Applicant (name, address, phone)

The Villages of Lake-Sumter, Inc.
c/o Gary Moyer, Vice President
1020 Lake Sumter Landing
The Villages, Florida 32162
(352) 753-6790
gary.moyer@thevillages.com

3. Authorized Agent (name, address, phone).

Martin L. Dzuro
Grant & Dzuro
990 Old Mill Run
The Villages, Florida 32162
(352) 753-6262
marty.dzuro@thevillages.com

4. Location (City, County, Township/Range/Section) of approved DRI and proposed change.

Sumter County Township 18 South; Range 23 East Sections 13, 14, 15, 16, 17, 21, 22, 23, 24, 25, 26, 27, 28, 33, 34, 35 and 36; and Township 19 South; Range 23 East, Sections 1, 2, 3, 4, 8, 9, 10, 11, 12, 13, 14, 16, 17, 23, 24.

5. Provide a complete description of the proposed change. Include any proposed changes to the plan of development, phasing, additional lands, commencement date, build-out date, Development Order conditions and requirements, or to the representations contained in either the Development Order or the Application for Development Approval.

Indicate such changes on the project master site plan, supplementing with other detailed maps, as appropriate. Additional information may be requested by the Department or any reviewing agency to clarify the nature of the change or the resulting impacts.

The changes proposed under this Notice of Proposed Change (NOPC) are presented below:

1) Amendment to the Land Use Conversion Matrix (**Exhibit D** of Villages of Sumter ADO) – The proposed amendment will revise the Land Use Conversion Matrix to add Skilled Nursing Facilities, Assisted Living Facilities and Independent Living Facilities Land Uses. The amendment will allow the conversion of entitlements to other uses while ensuring no increase in impacts. Attached as **Exhibit E** to this NOPC is the existing Land Use Conversion Matrix. Attached as **Exhibit F** to this NOPC is the letter report and proposed Land Use Conversion Matrix from Kimley-Horn and Associates. This amendment to the Land Use Conversion Matrix is identical to the recent Villages of Marion FQD amendment approved earlier this year by the DCA and represents the standardization of the equivalency matrices in the ADO for each of the Villages DRI development orders.

2) Delete the Convention/Performing Arts Land Use from the DRI – The proposed amendment will remove the Convention/Performing Arts Land Use from the DRI as well as the 40,000 SF approved for this use. The Villages has determined that a Convention/Performing Arts Center will not be constructed in the Villages of Sumter DRI. The 15 acres designated as Convention/Performing Arts on the Map H will be redesignated as Clubhouses/Village Recreation Center. No increase in impacts will occur as a result of this change. Map H-1 and Development Order Condition C.1 will be amended to remove reference of the convention/performing arts use

3) Remove approximately 5.72 acres from the Villages of Sumter DRI as specified below – The Villages proposes to remove from the Villages of Sumter DRI 5.72 acres. This acreage is composed of three small parcels located north of County Road 44A and between the old and re-aligned County Road 139 and adjacent to the Villages of Wildwood DRI (See **Exhibits B and G**). All of the parcels except for the old County Road 139 roadway shall be transferred into the Villages of Wildwood DRI, which is approximately 4 acres. The amendment will allow these parcels to be incorporated into the Brownwood Center master plan. Approximately 1.7 acres will be removed from the Villages of Sumter DRI and will not be transferred into the Villages of Wildwood. This parcel is the old road bed of CR 139 and is the property of the City of Wildwood.

All 5.72 acres set to be removed are currently designated as Village Center Mixed Use on Map H. This change will not result in any additional impacts or any changes to the approved development amounts.

4) Add approximately twelve (12) acres of railroad right of way property along the northerly right of way of S.R. 44 of the Villages of Sumter DRI. The Developer acquired this property after abandonment by the railroad with a Quiet Title Suit and subsequent deed. This property will be added to the adjacent land uses along the southerly boundary of the Villages of Sumter DRI. Three (3) acres to Wildlife Corridor, seven (7) acres to Village Center Mixed Use, and two (2) acres to Regional Recreation Centers. No increase of impacts will occur as a result of this addition. **See Attachment # 1.**

5) Amend Map H and H-1 Master Plan – The applicant proposes the following changes to the Map H and H-1:

- Add the 12 acres of abandoned railroad property to the Villages of Sumter DRI.
- Remove 5.72 acres from the DRI Map H and its acreage from Map H-1. This parcel includes approximately 3 acres of Roads Land Use.
- Change the Village Center, Retail, Service, Office Land Use on County Road 466 in the northeast corner of the DRI to Village Center Mixed Use.
- Change the Village Center Retail, Service, Office Land Use on the south side of County Road 466A east of County Road 139 to Village Center Mixed Use.
- Reconfigure the Village Center Mixed Use and Residential Land Uses in the southeast corner of the DRI north of SR 44. And, add the Wildlife Corridor created pursuant to mitigation requirements of Southwest Florida Water Management District Environmental Resource Permit Number 43023491.006.

The addition of the Wildlife Corridor added 32 acres to the Conservation (Wildlife/Preservation & Management Areas) Land Use. The Corridor replaced 14 acres of Residential Land Use and 18 acres of Retail Service Land Use.

- Add the approved traffic round-about at the intersection of County Road 44A with Buena Vista Boulevard.
- Remove Convention/Performing Arts Center Land Use.
- Pursuant to the Developer's letter of notification dated May 5, 2010, revise the Land use Allocation Table to reflect the conversion of 143,575 s.f. Retail to 1,629 d.u. Residential Land Use as follows:
 - Decrease the existing allocation of 1,876,350 SF of Retail Service to 1,732,775 SF by converting 143,575 SF of Retail to 1,629 residential units.
 - Increase the existing allocation of 32,200 residential dwelling units to 33,829 units by converting 143,575 SF of retail to 1,629 residential units.
- Amend the Land Use Allocation Table to reflect the changes above.

None of these changes will create any additional impacts or result in any changes to the development amounts within the development order.

- 6. Complete the attached Substantial Deviation Determination Chart for all land use types approved in the development. If no change is proposed or has occurred, indicate no change.**

Please see the Substantial Deviation Chart attached as **Exhibit D**.

- 7. List all the dates and resolution numbers (or other appropriate identification numbers) of all modifications or amendments to the originally approved DRI Development Order that have been adopted by the local government, and provide a brief description of the previous changes (i.e., any information not already addressed in the Substantial Deviation Determination Chart). Has there been a change in local government jurisdiction for any portion of the development since the last approval or Development Order was issued? If so, has the annexing local government adopted a new DRI Development Order for the project?**

A complete history of the Villages of Sumter Development Orders and amendments is provided below:

Original Development Order approved by Sumter County on May 9, 2000.

The original Development Order allowed the Villages of Sumter DRI to develop not more than 11,097 conventionally constructed (no manufactured housing or mobile homes) single family dwelling units; 30 acres of institutional/educational space; 1,250,000 square feet of Gross Floor Area (GFA) of retail structures; 250,000 square feet GFA of office space; a 300 room hotel; attraction/recreation facilities and related roads, recreation and conservation areas, wetlands, buffer area, stormwater retention and open space for a total project area of 4,677 acres in three phases [Phase I (2004-2008), Phase II (2009-2013) and Phase III (2014-2018)].

NOPC approved by Sumter County on January 15, 2002.

This was the first NOPC amendment to the Villages of Sumter Development Order and moved the start of Phase I forward from 2004 to 2002. Phase II was changed to run from 2007 to 2011 and Phase III to run from 2012 to 2016. No other changes to the plan of development were made.

However there have been changes to the Development Order effectuated through preliminary development agreements (PDA). The first PDA (September 29, 1999) was to authorize construction of a Charter School in the Workplace and entrance signs for The Villages. Two amendments to the first PDA were approved to increase the number of students to be served by the Charter School. The first PDA and its amendments are described as follows:

Preliminary Development Agreement approved September 29, 1999.

This agreement was approved by the Department of Community Affairs to authorize construction of a Charter School in the Workplace to serve 250 children in pre-school through grade 5. The children to be served are dependents of employees of The Villages or subcontractors to The Villages. The PDA also authorized construction of two entrance signs to The Villages on CR-466.

Preliminary Development Agreement Amendment approved September 19, 2000.

This agreement is the first amendment to the September 29, 1999 PDA. It increased the enrollment at the Charter School from 250 to 750 children.

Preliminary Development Agreement Amendment approved November 11, 2000.

This agreement is the second amendment to the September 29, 1999 PDA. It increased the enrollment at the Charter School from 750 to 950 children. This increase resulted from the addition of Middle School grades to the Charter School.

Substantial Deviation to the DRI Development Order Application filed August 9, 2001.

An application for a Substantial Deviation to the Villages of Sumter was filed on August 9, 2001. This Substantial Deviation added 7001 acres and associated increases in residential, commercial and other entitlements. Prior to the approval of the Amended Development Order authorizing the Substantial Deviation (July 16, 2002), two PDAs were approved.

Preliminary Development Agreement approved August 14, 2001.

This was the second PDA for the Villages of Sumter. It approved:

- a. The construction of a radio tower, transmitter and emergency power supply on 13.26 acres; and
- b. A 12 bed residential hospice and administrative offices on five acres.

Preliminary Development Agreement/Subsection 380.032(3) Agreement approved February 19, 2002.

This third agreement provided for:

- a. The extension of Morse Boulevard to the “east-west collector” through the Cherry Lake Commercial area;
- b. Implementation of improvements to Cherry Lake; and
- c. Construction of the “east-west collector”.

Amended and Restated Development Order Providing for the Substantial Deviation to the Villages of Sumter DRI (Sumter County Resolution dated July 16, 2002).

This Substantial Deviation involved the acquisition of an additional 7001 acres adjacent to the original DRI and revisions/additions to the development plan including 21,103 dwelling units, 2,086,500 square feet of non-residential floor area and additional recreational/cultural facilities.

Section 380.032 Agreement dated September 9, 2002.

This Agreement provided that development activities in the Environmental Resource Plan (ERP) approved by the Southwest Florida Water Management District could be carried out on some parcels covered by the Substantial Deviation prior to the time the Amended and Restated Development Order became effective. The development activities involved mass grading and development of the stormwater management system.

NOPC Providing for the 1st Amendment to the Amended and Restated Development Order (Resolution dated April 22, 2003).

This Amendment provided for the addition of 151 acres of Residential land, eight acres of Educational/Institutional land, seven additional acres for stormwater management and 37 acres (nine holes) of additional Golf Course. No increase in Residential or Institutional entitlements was requested under this NOPC.

Amended and Restated Development Order Providing for the Second Substantial Deviation to the Villages of Sumter DRI (Sumter County Resolution dated February 24, 2004).

This Amendment added approximately 1,180 acres to the DRI. Approximately 867 acres of the new land was added to golf course to accommodate an additional 135 holes. This amendment also revised the project phasing to complete development in 2014 (six years earlier than under the previous Development Order). The educational/institutional floor area was increased by 30,000 square feet to a new total of 290,000 square feet. No other entitlements were increased.

Section 380.032 Agreement dated September 1, 2004.

This Agreement provided for the recontouring of Area 6 (39.25 acres) as permitted by an Environmental Resource Permit from the Southwest Florida Water Management District prior to approval of the NOPC adding the property to the DRI that was submitted on April 29, 2004.

NOPC Providing for the 1st Amendment to the 2nd Amended and Restated Development Order (Resolution dated September 28, 2004).

This Amendment provided for the following changes in acreage:

Summary of the Net Changes in Land Use Proposed Under the April 2004 NOPC

(Net Changes Do Not Add to Surveyed Total Because of Rounding to Whole Numbers)

LAND USE	NET CHANGES
Residential	245
Institutional	-19
Golf Course	+101
Retail/Service in Mixed Use Areas	+38
Regional Recreation Centers	+11
Clubhouse/Village Recreational Centers	+2
Fire Station	+2
Wastewater Treatment Facility	-3
Retention Area	+65
Total Change In Acres	+441

No increase in entitlements was requested under this NOPC.

Section 380.032 Agreement submitted January 23, 2006.

This Agreement provided for mass grading and the construction of stormwater management facilities on Areas 1 – 9 as permitted by Environmental Resource Permits from the Southwest Florida Water Management District and construction of a 68,000 s.f. office center prior to approval of the NOPC adding the property to the DRI that was submitted on January 24, 2006.

NOPC Providing for the 2nd Amendment to the 2nd Amended and Restated Development Order Submitted January 24, 2006.

This NOPC proposed to add approximately 89 acres to the Villages of Sumter DRI. This additional acreage will be used for residential units previously approved in the development plan. Further, a portion of the added land will be used for a softball field complex, as well as additions to golf course land and stormwater retention uses. Additionally, some ten acres within the approved DRI would be converted from Golf Course to Mixed Use to allow development of a professional office center.

NOPC Providing for the 3rd Amendment to the 2nd Amended and Restated Development Order Submitted July, 2006.

This Amendment added 90 acres to the DRI. The changes in land use under the July 2006 NOPC are summarized in Table 1.

TABLE 1

Summary of the Net Changes in Land Use Proposed Under the July 2006 NOPC

(Net Changes Do Not Add to Surveyed Total Because of Rounding to Whole Numbers on Map H-1)

LAND USE	NET CHANGES
Residential	+54
Mixed Use Areas (Retail/Service in Town/Village Centers)	+60
Hospital	+3
Regional Recreation Center	-24
Parks/Open Space/Buffers	+2
Stormwater	-5
Total Change In Acres	90

In addition to the land use acreage changes presented above, the following adjustments to entitlements were made:

- Convert 55,392 square feet of approved commercial floor area to 71,511 square feet of office
- Add an additional 59,999 square feet of office floor area to the currently authorized 300,000 to yield new totals of 431,510 square feet of office and 3,164,608 square feet of Retail Service area
- Add 225,000 square feet of institutional use.

Note: The Third Substantial Deviation which created the Villages of Wildwood DRI transferred 210+ acres of the Villages of Sumter DRI into the City of Wildwood, added land within the City to the Wildwood DRI and transferred entitlements that yielded no net increase in entitlements for the combined Villages of Sumter and Villages of Wildwood DRIs. The City of Wildwood adopted a Development Order (and associated Comprehensive Plan Amendment) to reflect this on November 10, 2008. This NOPC will formally recognize the creation of the Villages of Wildwood DRI and adjust the Villages of Sumter land area and entitlements accordingly.

NOPC providing for the 4th Amendment to the 2nd Amended and Restated Development Order submitted December 5, 2008.

This amendment was composed of three general categories. The first category was changes for all five Development Orders to address the following:

1. Transportation – deletion of existing Development Order conditions requiring monitoring and modeling and replacement with conditions to reflect the transportation mitigation included in the Proportionate Share Agreement (the “PSA”) with the Florida Department of Transportation (FDOT).

2. Affordable Housing – deletion of existing affordable housing provisions and replacement with conditions recognizing that the Developer has mitigated for its cumulative impact on affordable housing.
3. Buildout Date – set a common buildout date of December 31, 2014. No amendment was required for the Villages of Sumter, its Development Order specified that the Buildout Date is December 2014.
4. Establish December 31, 2019 as the Expiration Date for all of The Villages DRI Development Orders.

The second category consisted of the transfer of land and entitlements from the Villages of Sumter DRI to the Villages of Wildwood DRI. In this amendment, the following changes were made to the Villages of Sumter DRI:

- Removed approximately 220 acres from the DRI
- Reduced Retail Service by 1,288,258 sf
- Reduced Office by 14,400 sf
- Reduced Educational/Institutional by 49,714 sf
- Reduced Hotel Rooms by 200 rooms
- Removed all 300 hospital beds
- Decreased movie theater by 8 screens

These changes were reflected in the Map H and H-1, the Master Development Plan and the accompanying Land Allocation and Phasing Tables.

The third category consisted of housekeeping changes updating the DRI Development Order to reflect the following minor revisions:

- Clarification that the requirements for annual reports cease upon reaching buildout;
 - Established that the Developer would provide an annual payment to Sumter County of \$15,000 per year from 2010 to 2014 to support the County’s annual traffic monitoring program.
8. **Describe any lands purchased or optioned within 1/4 mile of the original DRI site subsequent to the original approval or issuance of the DRI Development Order. Identify such land, its size, intended use, and adjacent non-project land uses within 1/2 mile on a project master site plan or other map.**

N/A

9. **Indicate if the proposed change is less than 40% (cumulatively with other previous changes) of any of the criteria listed in Paragraph 380.06(19)(b), F.S.**

The proposed change does not affect any of the criteria listed in paragraph 380.06(19)(b), F.S.

Do you believe this notification of change proposes a change which meets the criteria of Subparagraph 380.06(19)(e)2., F.S.

Yes _____ No X

10. Does the proposed change result in a change to the buildout date or any phasing date of the project? If so, indicate the proposed new buildout or phasing dates.

The buildout or phase end dates of The Villages of Sumter DRI are not changed.

11. Will the proposed change require an amendment to the local government comprehensive plan?

No

Provide the following for incorporation into such an Amended Development Order, pursuant to Subsections 380.06(15), F.S. and Rule 9J-2.025, F.A.C.:

12. An updated master site plan or other map of the development portraying and distinguishing the proposed changes to the previously approved DRI or Development Order conditions.

The changes to the Master Plan (Maps H & H-1) are presented in Exhibit B.

13. Pursuant to Subsection 380.06(19)(f), F.S., include the precise language that is being proposed to be deleted or added as an amendment to the Development Order. This language should address and quantify:

- a. All proposed specific changes to the nature, phasing, and build-out date of the development; to Development Order conditions and requirements; to commitments and representations in the Application for Development Approval; to the acreage attributable to each described proposed change of land use, open space, areas for preservation, green belts; to structures or to other improvements including locations, square footage, number of units; and other major characteristics or components of the proposed change;

The proposed changes to the development order, a revised land use conversion matrix, and a revised Map H and H-1 are found in the proposed resolution adopting this fifth amendment to the Villages of Sumter DRI Amended and Restated Development Order attached as Exhibit A.

- b. An updated legal description of the property, if any project acreage is/has been added or deleted to the previously approved plan of development;

An updated legal description is attached as Exhibit C.

- c. A proposed Amended Development Order deadline for commencing physical development of the proposed changes, if applicable;

No Change.

- d. A proposed Amended Development Order termination date that reasonably reflects the time required to complete the development;

No Change.

- e. **A proposed Amended Development Order date until which the local government agrees that the changes to the DRI shall not be subject to down-zoning, unit density reduction, or intensity reduction, if applicable; and**

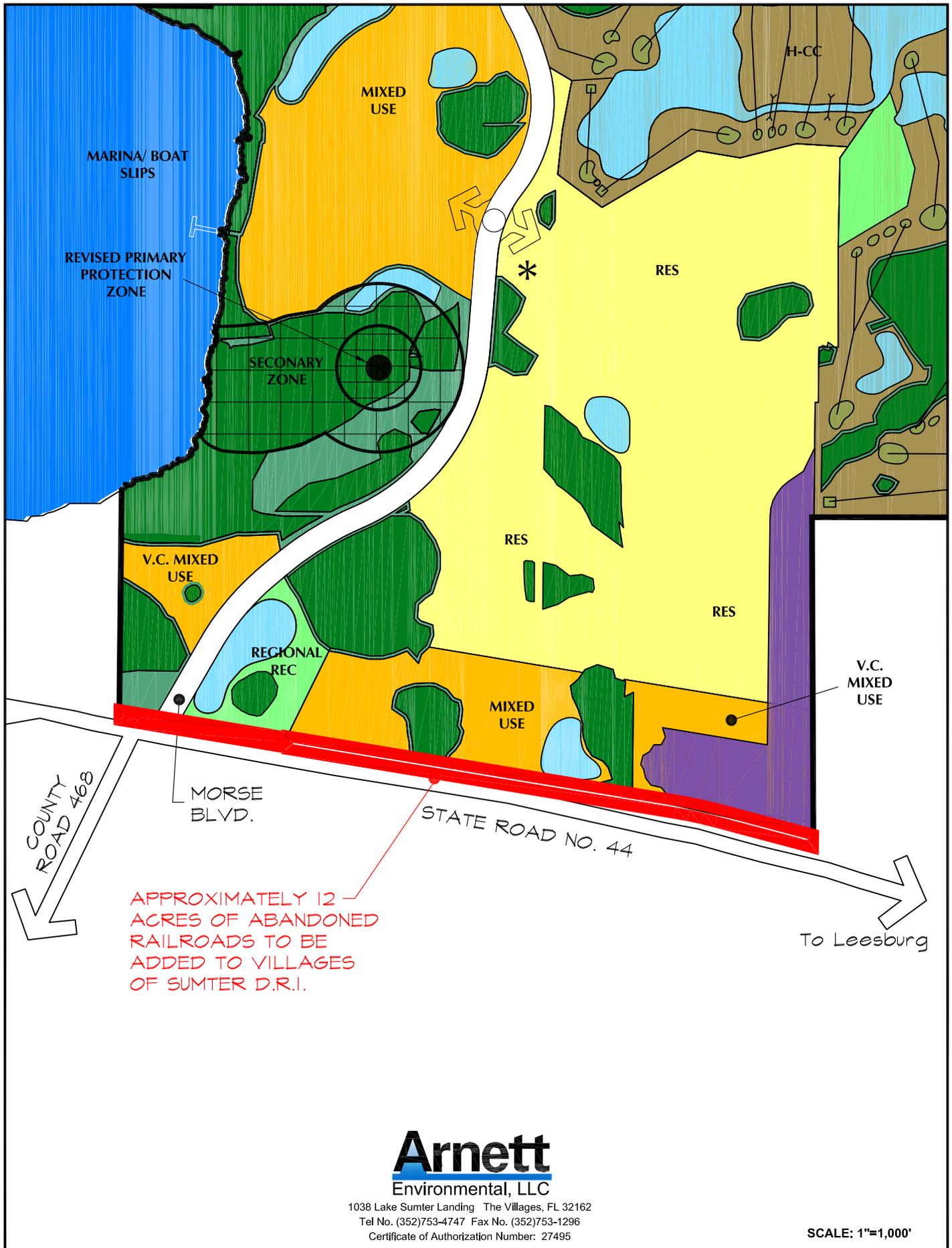
No Change.

- f. **Proposed Amended Development Order specifications for the annual report, including the date of submission, contents, and parties to whom the report is submitted as specified in Rule 9J-2.005(7), F.A.C.**

No Change.

ATTACHMENT #1

RAILROAD RIGHT-OF WAY MAP



Arnett

Environmental, LLC

1038 Lake Sumter Landing The Villages, FL 32162
 Tel No. (352)753-4747 Fax No. (352)753-1296
 Certificate of Authorization Number: 27495

SCALE: 1"=1,000'

EXHIBITS

- EXHIBIT A** Proposed Resolution Adopting the Fifth Amendment to the Villages of Sumter DRI Amended and Restated Development Order
- EXHIBIT B** Existing Master Development Plan (Map H) and Land Use and Phasing Tables (Map H-1) (February, 2009)
Revised Master Development Plan (Map H) and Land Use and Phasing Tables (Map H-1) (August, 2010)
- EXHIBIT C** Revised Legal Description of The Villages of Sumter DRI
- EXHIBIT D** Substantial Deviation Chart
- EXHIBIT E** Existing Land Use Conversion Matrix
- EXHIBIT F** Letter Report prepared by Kimley-Horn and Associates and the proposed Land Use Conversion Matrix amendment
- EXHIBIT G**Map of Parcel to be Removed from Villages of Sumter DRI

EXHIBIT A

**PROPOSED RESOLUTION
ADOPTING THE FIRST AMENDMENT TO THE
VILLAGES OF SUMTER
AMENDED AND RESTATED DEVELOPMENT ORDER**

EXHIBIT A

RESOLUTION

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

WHEREAS, on August 31, 2010 The Villages of Lake-Sumter, Inc. submitted a Notice of Proposed Change (NOPC) pursuant to 380.06 (19), Florida Statutes (F.S.), to the Villages of Sumter Development of Regional Impact (DRI) Amended and Restated Development Order (ADO); and

WHEREAS, the Sumter County Board of County Commissioners has conducted an advertised public hearing on _____, 2010 for the purpose of receiving public comment and determining whether the proposed changes constitute a substantial deviation to the approved ADO.

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

SECTION 1. FINDINGS OF FACT.

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

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

six regional recreation centers on 78 acres; clubhouses and Village recreation centers on 146 acres; urban facilities and services on 38 acres; two marinas (24 slips); 396 holes of golf on 2,899 acres; a 300 bed hospital on 30 acres and 3,035 acres of related roads, recreation and conservation areas, wetlands, buffer area, stormwater retention and open space for a total development area of 13,075 acres, where average residential density shall not exceed 5.4 dwelling units per gross residential acre, located in Sumter County herein referred to as the “Development.”

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

- 2) Add 49 acres of mixed use area on CR 466, but not increase existing entitlements;
 - 3) Include a four field softball complex within the CR 466 mixed use area;
 - 4) Add two acres to golf course on south side of CR 466A;
 - b. Convert 10 acres of existing DRI golf course land use to mixed use for a professional office center without increasing entitlements;
4. On October 10, 2006, the Sumter County Board of County Commissioners approved a third amendment to The Villages of Sumter ADO that made the following minor changes in land use locations and acreage amounts to Map H and H-1, Master Development Plan and its accompanying Land Allocation and Phasing Tables:
 - a. Add ± 89.6 acres total to the existing DRI which will be used to:
 - 1) Add 50.8 acres of Residential land to the development plan, but not increase existing entitlements;
 - 2) Add 38.8 acres of mixed use area, but not increase existing entitlements;
 - b. Change the existing Town Center Mixed Use Area that is east of Lake Deaton to Mixed Use and relocate the existing Town Center to the area South of CR 44A and West of Buena Vista Boulevard.
 - c. Relocate 300,000 s.f. of Commercial from the existing Town Center Mixed Use area to the new Town Center Mixed Use Area.
 - d. Relocate the existing Hospital Use to the area South of CR 44A and East of Buena Vista Boulevard.
 - e. Change 12.1 acres of Residential Use that is South of Lake Deaton Eagle Protection Zone to Mixed Use.
 - f. Change 9.3 acres of Residential Use North of CR 44A and West of Buena Vista Boulevard to Mixed Use.
 - g. Change 2.8 acres of Storm Water Use that is North of CR 44A & East of Buena Vista Boulevard to Hospital/Fire Station/EMS.
 - h. Change 1.7 acres of Storm Water Use that is North of CR 44A & East of Buena Vista Boulevard to Buffer.
 - i. Change 24.3 acres of Recreation that is North of 44-A and West of Buena Vista Boulevard to Residential because of an error on Map H.

- j. Decrease the existing allocation of 3,220,000 s.f. of Retail Service (Town Center and Village Center) to 3,164,608 s.f. by converting 55,392 s.f. to Office s.f.
 - k. Increase the existing allocation of 300,000 s.f. of office to 431,510 s.f. by adding 59,999 s.f. and converting 55,392 s.f. retail to 71,511 s.f. office.
 - l. Increase the existing allocation of 290,000 s.f. of Institutional Use to 515,000 s.f. by adding 225,000 s.f.
5. On November 10, 2008, the City Commission of the City of Wildwood approved a development order (DO) pursuant to the approval of the substantial deviation creating The Villages of Wildwood DRI. Under that substantial deviation portions of the Villages of Sumter were annexed and combined with property already within the City to create the Villages of Wildwood DRI consisting of approximately 391 acres. The substantial deviation also proposed the transfer of 1,288,258 square feet of retail/service floor area, 14,400 square feet of office floor area, 49,714 square feet of educational/institutional floor area, 200 hotel rooms, eight movie screens and a 300 bed hospital from the Villages of Sumter DRI to the Villages of Wildwood DRI. A provision in the Villages of Wildwood DRI DO required that entitlements equal to those in the Villages of Wildwood DRI had to be removed from the Villages of Sumter DRI prior to any vertical construction. Thus, no additional development amounts were added in the approval of the Villages of Wildwood DRI.
6. On December 5, 2008, the Sumter County Board of County Commissioners approved a fourth amendment to the Villages of Sumter DO that transferred property and entitlements from the Villages of Sumter to the Villages of Wildwood. The NOPC removed approximately 220 acres from the Villages of Sumter, reduced the entitlements in the Villages of Sumter ADO by 1,288,258 square feet of retail/service floor area, 14,400 square feet of office floor area, 49,714 square feet of educational/institutional floor area, 200 hotel rooms, eight movie screens and a 300 bed hospital, and amended Map H and H-1, the Master Development Plan, the Land Allocation and Phasing Tables and legal description to reflect the removal of property and entitlements. Additionally, the fourth NOPC amended the Villages of Sumter ADO by:

- Establishing December 31, 2019 as the Expiration Date;
- Establishing the Developer's cumulative transportation mitigation for state and regionally significant roadways and eliminating all monitoring and modeling requirements and requirement to address the TIA results in the Annual Reports;
- Establishing full transportation mitigation for local roadways;
- Recognized that the Developer has now fully mitigated for the cumulative impacts of its development on affordable housing;
- Clarified that the requirements for annual reports cease upon reaching build out; and
- Establishing that the Developer will provide an annual payment to Sumter County of \$15,000 per year from 2010 to 2014 to support the County's annual traffic monitoring program.

8. On August 31, 2010, the Developer submitted a NOPC that proposed amendments to Development Order Condition C.1, the Land Use Conversion Matrix, the legal description, and Map H and H-1 Master Plan of the Villages of Sumter DRI. Specifically the NOPC: 1) removes approximately 5.72 acres from the Villages of Sumter DRI, 2) amends the Land Use Trade-off Matrix Table 1 and 2 by adding Skilled Nursing Facilities, Assisted Nursing Facilities and Independent Nursing Facilities, 3) removes the Convention/Performing Arts Center Land Use from the DRI (Development Order Condition C.1 and Map H-1), removes the 40,000 s.f. Convention/Performing Arts Center entitlement and re-designates 15 acres on Map H-1 from Convention/Performing Arts Center to Village Clubhouses/Recreation Centers Land Use acres, 4) changes the Village Center Retail, Service, Office Land Use on CR 466 in the northeast corner of the DRI to Village Center Mixed Use, 5) changes the Village Center Retail Service, Office Land use on the south side of CR 466A east of CR 139 to Village Center Mixed Use, 6) reconfigures the Village Center Mixed Use and Residential Land Uses in the southeast corner of the DRI north of SR 44, 7) adds the Wildlife Corridor created pursuant to mitigation requirements of SWFWMD ERP number 43023491.006, 8) pursuant to the Developer's letter of notification dated May 5, 2010, revised the Land Use Allocation Table to reflect the conversion of 143,575 s.f. Retail to 1,629 d.u. Residential Land Use,

9) adds the traffic circle on CR 44A at Buena Vista Boulevard, and 9) adds approximately twelve (12) acres of railroad right of way property along the northerly right of way of S.R. 44 of the Villages of Sumter DRI. The Developer acquired this property after abandonment by the railroad with a Quiet Title Suit and subsequent deed. This property will be added to the adjacent land uses along the southerly boundary of the Villages of Sumter DRI. Three (3) acres to Wildlife Corridor, seven (7) acres to Village Center Mixed Use, and two (2) acres to Regional Recreation Centers. No increase of impacts will occur as a result of this addition. **See Attachment # 1.**

9. Based on the documentation submitted and the testimony provided, Sumter County finds that the changes do not constitute a substantial deviation.

SECTION 2. CONCLUSIONS OF LAW.

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

1. Sumter County is the governing body having jurisdiction over the review and approval of the NOPC, pursuant to Chapter 380, F.S., and is authorized and empowered to issue this amendment to The Villages of Sumter DRI ADO.
2. The property does not lie within an Area of Critical State Concern.
3. The proposed development is consistent with the applicable local comprehensive plan as amended and is consistent with the applicable local land development regulations.
4. The proposed development is consistent with the Withlacoochee Strategic Regional Policy Plan.
5. The provisions of this amendment to the ADO shall not be construed as a waiver of or exception to any local, state or federal law or regulation.
6. The impacts of this development, as conditioned by this Amendment to the ADO, are adequately addressed pursuant to the requirements of Chapter 380, F.S., and the changes as approved by the County do not constitute a substantial deviation to the ADO or subsequent amendments or create additional adverse local impacts.
7. To the extent that the Application for Development Approval (ADA) or NOPC, or any other document is inconsistent with the terms and conditions of this Amendment to the ADO, this Amendment to the ADO shall prevail.

SECTION 3. GENERAL CONDITIONS.

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

1. Master Development Plan

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

- a. Remove the 5.72 acre parcel deleted from the DRI from Map H and its acreage from Map H-1. This parcel includes approximately 3 acres of Roads Land Use.
- b. Add approximately 12 acres of railroad right of way property along the northerly right of way of S.R. 44 to the Villages of Sumter DRI.
- c. Remove Convention/Performing Arts Center Land use and 40,000 s.f. entitlements and apply the Convention/Performing Arts 15 acres entitlement to Clubhouses/Village Recreation Centers Land Use acres.
- d. Change the V.C., Retail, Service, Office Land Use on County Road 466 in the northeast corner of the DRI to V.C. Mixed Use.
- e. Change the V.C. Retail, Service, Office Land Use on the south side of County Road 466A east of County Road 139 to V.C. Mixed Use.
- f. Reconfigure the V.C., Mixed Use and Residential Land Uses in the southeast corner of the DRI north of State road 44 and add the Wildlife Corridor created pursuant to mitigation requirements of SWFWMD ERP 43023491.006. The addition of the Wildlife Corridor added 32 acres to the Conservation (Wildlife/Preservation & Management Areas) Land Use. The Corridor replaced 14 acres of Residential Land Use and 18 acres of Retail Service Land Use.
- g. Add the traffic circle on CR 44A at Buena Vista Boulevard.

The revised Maps H and H-1 are attached as **Exhibit 1**.

2. Land Use Equivalency Matrix

Amend the Land Use Equivalency Matrix Table 1 and 2 by adding Skilling Nursing Facilities, Assisted Living Facilities and Independent Living Facilities Land Uses. The revised Land Use Equivalency Matrix is attached as **Exhibit 3**

3. Development Order Condition C.1

Amend Development Order Condition C.1 to reflect the deletion of 40,000 s.f. of Convention Center.

4. Legal Description

Amend the legal description of the Villages of Sumter DRI to reflect the removal of approximately 5.72 acre parcel from the DRI and addition of 12 acres railroad right of way property. The revised legal description is attached as **Exhibit 2**.

35. Final Approval of Development Entitlements This Amendment to the ADO constitutes final approval to develop in Sumter County not more than 33,829 conventionally constructed (no manufactured housing or mobile homes) residential dwelling units on 6,513 acres; 77 acres of institutional/educational space, on which the developer may construct local government and community facilities, churches and educational facilities; 1,732,775 s.f. of Gross Floor Area (GFA) of neighborhood, community or general retail structures on 527 acres; 417,110 s.f. GFA of office space on 20 acres; 200 hotel rooms; attraction/recreation facilities consisting of 8 theater screens on 5 acres; 6 regional recreation centers on 67 acres; clubhouses and Village recreation centers on 163 acres; urban facilities and services on 37 acres; 24 marina slips; 396 holes of golf on 2,992 acres; and 3,088 acres of related roads, recreation and conservation areas, wetlands, buffer area, stormwater retention and open space for a total development area of 13,489 acres, where average residential density shall not exceed 5 dwelling units per gross residential acre, on the property as depicted in Map H and H-1 Master Plan and the Land Use Allocation and Phasing Charts (Revised August, 2010) attached as **Exhibit 1**.

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

1. Final Order. That this Amendment to the ADO shall constitute the final order of Sumter County in response to the DRI NOPC filed by the Developer.
2. Definitions. That the definitions found in Chapter 380, F.S. (2003) shall apply to this amendment to the ADO.
3. Assignability: Persons Bound. That this Amendment to the ADO shall be binding upon the Developer and its heirs, assignees, or successors in interest including community development districts created pursuant to Ch. 190, F.S.
4. Severability. That in the event any portion or section of this amendment to the ADO is determined to be invalid, illegal or unconstitutional by a court of competent jurisdiction, such decision shall in no manner affect the remaining portions or sections of this amendment to the ADO, which shall remain in full force and effect.
5. Recordation of Notice of Adoption. Within 15 working days of rendition of the corresponding 5th DOA by Sumter County, the Developer shall cause a Notice of Adoption of this amendment to be recorded among the Public Records of Sumter County in accordance with Section 380.06 (15), F.S., and shall provide a copy of the recorded Notice to the Sumter County, Sumter County, the WRPC, the ECFRPC and the DCA.
6. Restriction on Downzoning, Density Reduction or Intensity Reduction. That Sumter County agrees that the approved DRI shall not be subject to down zoning, density reduction, or intensity reduction after the effective date of this amendment to the ADO, unless Sumter County can demonstrate that substantial changes in the conditions underlying the approval of the amendment to the ADO have occurred, or that the amendment to the ADO was based on substantially inaccurate information provided by the Developer, or that the change is clearly established by Sumter County to be essential to the public health, safety or welfare.
7. Impact Fees. That approval of this amendment to the ADO shall not exempt any portion or unit of the Villages of Sumter development from any future impact fees imposed by Sumter County. Developer credit for applicable improvements paid for by it pursuant to

the requirements of this amendment to the ADO shall be given as provided for by Section 380.06(16), F.S.

8. Effective Date. That upon adoption, this Amendment to the ADO shall be transmitted to the WRPC, the FDCA and the Developer and shall become effective upon rendering of this Development Order by Sumter County.
9. Transmittal of Amendment. That copies of this Amendment to the ADO shall be transmitted immediately by certified mail to the WRPC, FDCA and the Developer, by Sumter County.

ADOPTED, in Regular Session this _____, 2010, by the Sumter County Board of County Commissioners.

ATTEST:

**BOARD OF COUNTY COMMISSIONERS
OF SUMTER COUNTY, FLORIDA**

CLERK AND AUDITOR

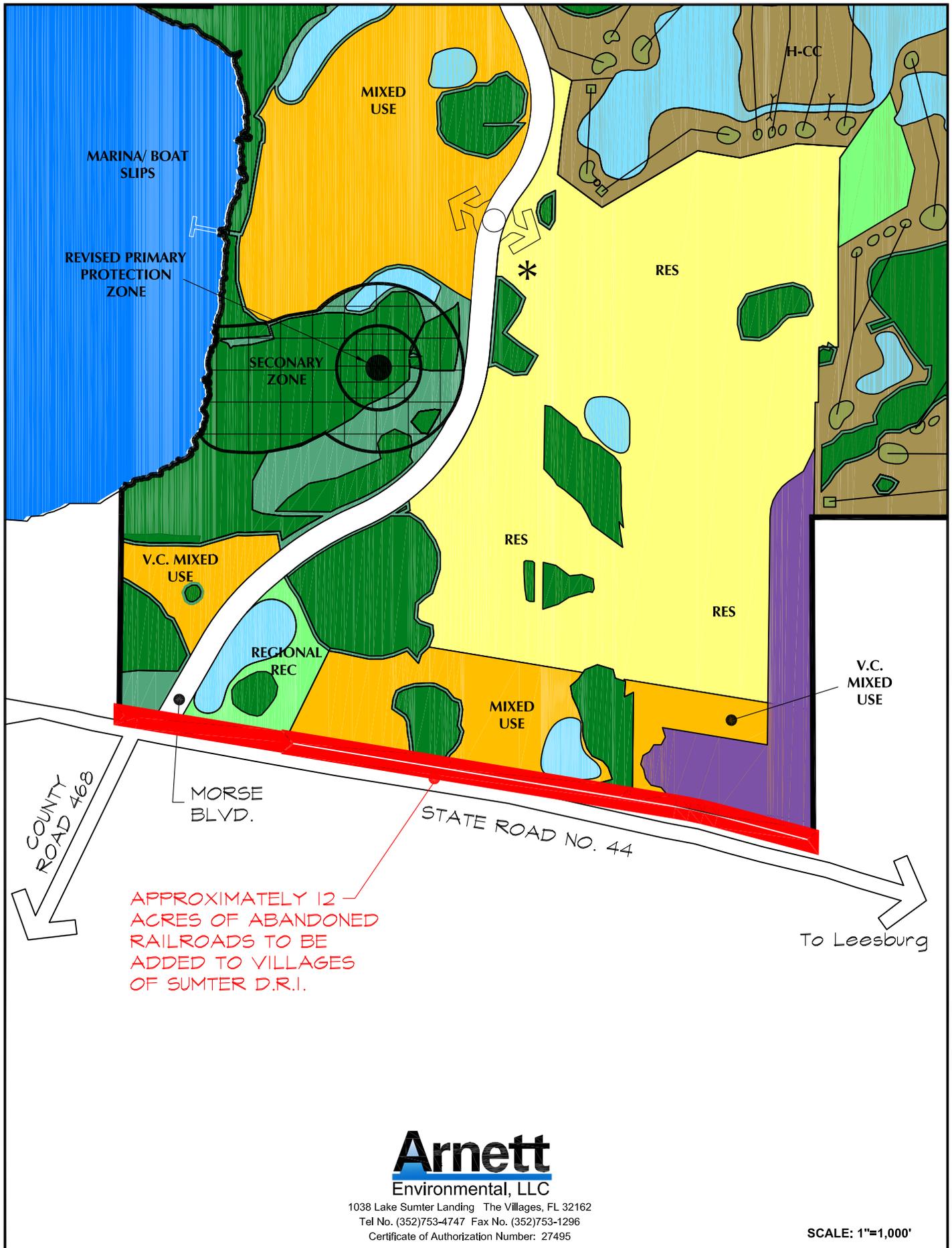
CHAIRMAN

EXHIBITS

- | | |
|-------------------------|--------------------------------------------------------------------------------------------------------|
| <u>Exhibit 1</u> | Maps H and H-1, Master Development Plan, Land Use Allocation and Phasing Charts (Revised August, 2010) |
| <u>Exhibit 2</u> | Revised Legal Description of the Villages of Sumter DRI |
| <u>Exhibit 3</u> | Revised Land Use Equivalency Matrix Tables 1 and 2 |

ATTACHMENT #1

RAILROAD RIGHT-OF WAY MAP



Arnett

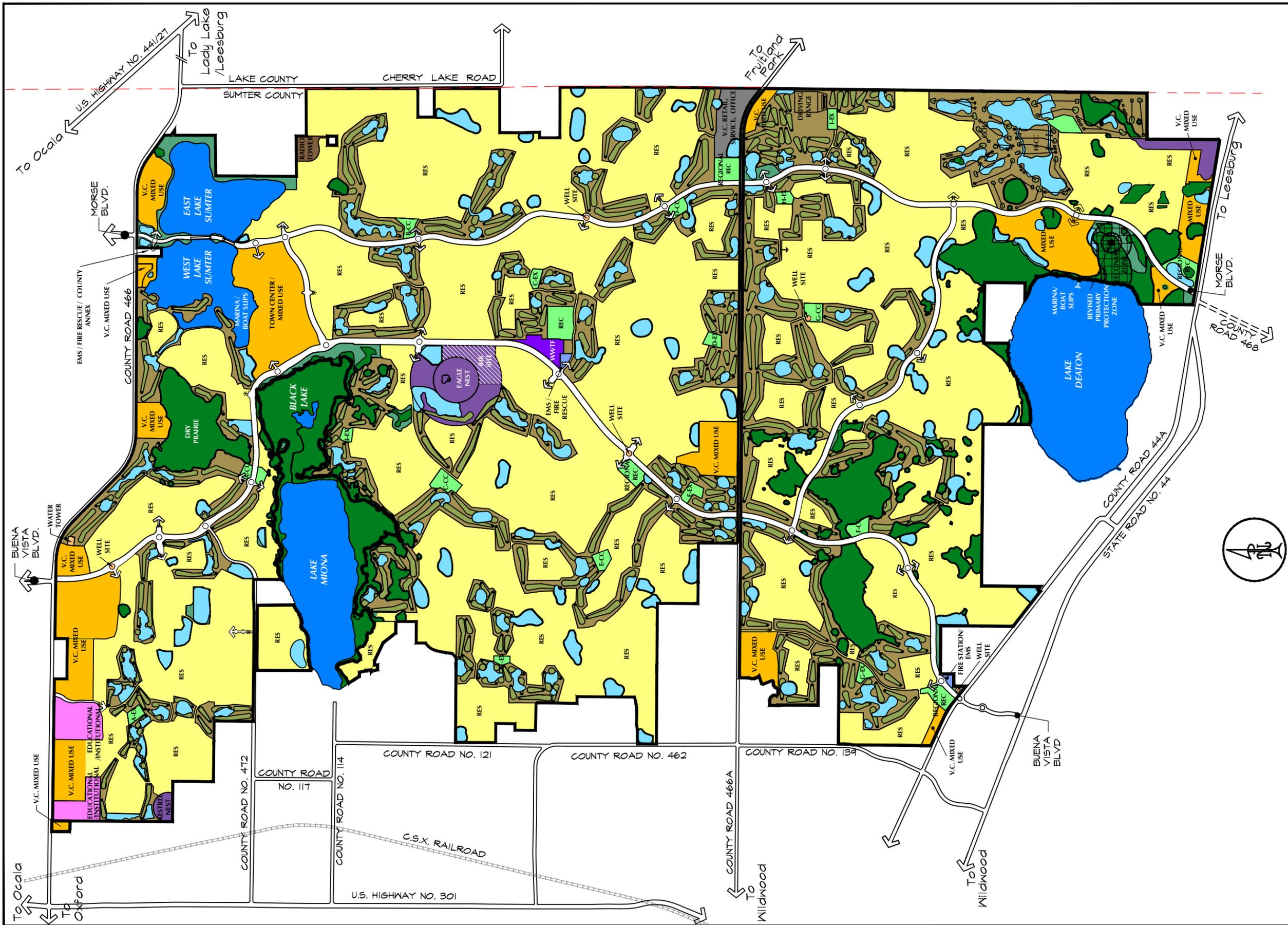
Environmental, LLC

1038 Lake Sumter Landing The Villages, FL 32162
 Tel No. (352)753-4747 Fax No. (352)753-1296
 Certificate of Authorization Number: 27495

SCALE: 1"=1,000'

EXHIBIT 1

MAPS H AND H-1, MASTER DEVELOPMENT PLAN,
LAND USE ALLOCATION AND PHASING CHARTS
(REVISED AUGUST, 2010)



LEGEND

- VILLAGES OF SUMTER DRI BOUNDARY
- COUNTY LINE
- R.O.W.
- RESIDENTIAL
- RETAIL
- MIXED USE
May include one or more of the following: Retail, Service, Office, Hotel, Recreation, Residential, Institutional, Life Care Services (ALF, SNF, ILF)
- EDUCATIONAL/INSTITUTIONAL
- WASTE WATER TREATMENT FAC.
- WATER TOWER / WELL SITE
- HOSPITAL / FIRE STATION / EMS
- REGIONAL / VILLAGE REC CENTER
- GOLF ROUGH
- GOLF GREENS/TEES/FAIRWAYS
- LAKE
- STORMWATER
- BUFFER
- EAGLE, KESTREL & TORTOISE PRES. WILDLIFE CORRIDOR
- R.I.B. SITE
- WETLAND
- EAGLE MANAGEMENT AREA
- CHAMPIONSHIP GOLF COURSE
- EXECUTIVE GOLF COURSE
- GATE HOUSE

VILLAGES OF SUMTER DRI
FIFTH AMENDMENT TO THE
SECOND AMENDED AND
RESTATED DEVELOPMENT
ORDER

AUGUST, 2010

MASTER
DEVELOPMENT
PLAN



1020 Lake Sumter Landing
The Villages, Florida 32162

Arnett
Environmental, LLC

1038 Lake Sumter Landing The Villages, FL 32162
Tel No. (352)753-4747 Fax No. (352)753-1296
Certificate of Authorization Number: 27495

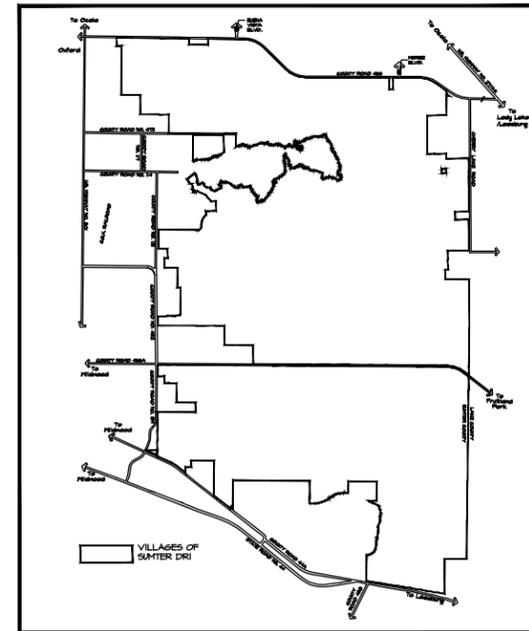


Job number:	
File name:	MAP H
Date:	05-27-10
Drawn by:	KMK
Checked by:	SRV
Revisions:	

MAP H

Amended Villages of Sumter - Phasing Schedule

LAND USE	Phase I 2003-2005	Phase II 2006-2008	Phase III 2009-2011	Phase IV 2012-2014	Total
RESIDENTIAL (du's)	5,674	9,750	11,379	7,026	33,829
RETAIL SERVICE (gsf) (TOWN CENTER & VILLAGE CENTERS)	375,000	275,000	750,000	332,775	1,732,775
OFFICE (gsf)	35,000	120,000	200,000	62,110	417,110
HOTEL (rooms)	0	120	0	80	200
ATTRACTION / RECREATION					
THEATER (screens)	8				8
REGIONAL RECREATION CENTERS (ea.)	1	2	2	1	6
BOAT SLIPS :					
BOAT SLIPS - LAKE SUMTER	16				16
BOAT SLIPS - LAKE DEATON			8		8
GOLF COURSES (holes)	135	126	117	18	396
EDUCATIONAL/ INSTITUTIONAL	185,000	205,000	75,286		465,286



Villages of Sumter - Land Use Allocation

LAND USE	VILLAGES OF SUMTER DRI APPROVED				VILLAGES OF SUMTER DRI FIFTH AMENDMENT PROPOSED CHANGES				VILLAGES OF SUMTER DRI AFTER FIFTH AMENDMENT					
	ACREAGE	UNITS	NON-RESIDENTIAL GROSS SQUARE FEET	OTHER	ACREAGE	UNITS	NON-RESIDENTIAL GROSS SQUARE FEET	OTHER	ACREAGE	UNITS	NON-RESIDENTIAL GROSS SQUARE FEET	OTHER	NET DENSITY AMENDED VOS	PERCENT TOTAL ACRES AMENDED VOS
RESIDENTIAL	6,527	32,200			-14	1,629			6,513	33,829			5	48.2
RETAIL SERVICE (TOWN CENTER & VILLAGE CENTERS)	541		1,876,350		-14		-143,575		527		1,732,775			3.9
OFFICE	20		417,110				0		20		417,110			0.14
HOTEL ROOMS	20			200	0			0	20			200		0.14
HOSPITAL BEDS	0				0			0	0			0		0.0
ATTRACTION / RECREATION														
CONVENTION/PERFORMING ARTS CENTER	15		40,000		-15		-40,000		0		0			0.0
THEATER	5			8	0			0	5			8		0.03
REGIONAL RECREATION CENTERS	65			6	2			0	67			6		0.49
BOAT SLIPS :														
BOAT SLIPS - LAKE SUMTER				16				0				16		
BOAT SLIPS - LAKE DEATON				8				0				8		
CLUBHOUSES / VILLAGE REC. CENTERS	148				15				163					1.2
GOLF COURSES HOLES	2,992			396	0			0	2,992			396		22.2
EDUCATIONAL / INSTITUTIONAL	77		465,286		0		0		77		465,286			0.6
FACILITIES & SERVICES	37				0			0	37					0.3
FIRE STATION / EMS	3			1	0			0	3			1		
WASTE WATER TREATMENT FACILITY	18			2	0			0	18			2		
WATER WELL SITES	2			4	0				2			4		
RADIO TOWER	14				0				14					
CONSERVATION (WILDLIFE / PRESERVATION & MANAGEMENT AREAS)	154				35				189					1.4
WETLANDS	811				0				811					6.0
LAKES	336				0				336					2.5
ROADS	563				-3				560					4.2
PARKS / OPEN SPACE/ BUFFERS	297				0				297					2.2
STORMWATER	876				0				876					6.5
TOTAL	13,483	32,200	2,798,746		6	1,627	-183,575		13,489	33,829	2,615,171			100

NOTE: ACREAGES SHOWN ARE ROUNDED TO THE NEAREST WHOLE NUMBER AND SUBJECT TO CHANGE BASED ON SURVEY AND ENGINEERING. ACREAGE FOR OFFICE USE IS EXCLUSIVE OF MIXED USE AREAS.

VILLAGES OF SUMTER DRI
FIFTH AMENDMENT TO THE
SECOND AMENDED AND
RESTATED DEVELOPMENT
ORDER

AUGUST, 2010

MASTER
DEVELOPMENT
PLAN



1020 Lake Sumter Landing
The Villages, Florida 32162



1038 Lake Sumter Landing The Villages, FL 32162
Tel No. (352)753-4747 Fax No. (352)753-1296
Certificate of Authorization Number: 27495

Job number:
File name: MAP H-1
Date: 05-27-10
Drawn by: KMK
Checked by: SRV
Revisions:

MAP H-1

EXHIBIT 2

REVISED LEGAL DESCRIPTION
OF THE
VILLAGES OF SUMTER DRI

**REVISED LEGAL DESCRIPTION OF
THE VILLAGES OF SUMTER DEVELOPMENT
REGIONAL IMPACT**

SECTION 13, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE SOUTH 1/2 OF THE SOUTHWEST 1/4 OF SECTION 13, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA; LESS THE WEST 272.25 FEET OF THE NORTH 850.00 FEET THEREOF AND LESS THE RIGHT-OF-WAY FOR C.R. 466; AND

THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SAID SECTION 13 LYING SOUTH OF C.R. 466;
AND

A PORTION OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 13, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, DESCRIBED AS FOLLOWS: BEGIN AT THE SOUTHEAST CORNER OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 13, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, THENCE PROCEED N88°57'36" EAST ALONG THE SOUTH LINE OF SECTION 13, A DISTANCE OF 170.90 FEET, THEN NORTH 54°00'17" WEST, PARALLEL WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF COUNTY ROAD 466, A DISTANCE OF 211.18 FEET TO THE EAST LINE OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 13, THENCE SOUTH 00°00'25" WEST ALONG SAID EAST LINE A DISTANCE OF 127.22 FEET TO THE POINT OF BEGINNING; AND

SECTION 14, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE SOUTH 1/4 OF SAID SECTION 14 LYING SOUTH OF C.R. 466; AND

SECTION 15, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THAT PART OF THE SOUTH 1/2 OF THE NORTHWEST 1/4 LYING SOUTH OF COUNTY ROAD 466; THE SOUTHWEST 1/4, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466; THAT PART OF THE SOUTHEAST 1/4 LYING SOUTH OF COUNTY ROAD 466; AND

SECTION 16, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 16, TOWNSHIP 18 SOUTH, RANGE 23 EAST, LYING SOUTH OF THE RIGHT-OF-WAY FOR C.R. 466; LESS THE FOLLOWING DESCRIBED PROPERTY:

BEGIN AT THE INTERSECTION OF THE WEST LINE OF THE EAST 1/2 OF THE SOUTHEAST 1/4 OF THE NORTHWEST 1/4 OF THE OF SECTION 16, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, WITH THE SOUTH RIGHT-OF-WAY OF COUNTY ROAD 466 SAID RIGHT-OF-WAY BEING 50 FEET FROM THE CENTERLINE THEREOF) AND RUN S00°34'19"W ALONG WEST LINE 410.00 FEET; THENCE S89°11'15"E PARALLEL WITH SAID RIGHT-OF-WAY A DISTANCE OF 1319.43 FEET TO THE EAST LINE OF THE SAID WEST 1/2 OF THE SOUTHWEST 1/4 OF THE NORTHEAST 1/4; THENCE N00°31'04"E ALONG SAID EAST LINE 410.00 FEET TO THE SOUTH RIGHT-OF-WAY OF COUNTY ROAD 466; THENCE N89°11'15"W ALONG SAID RIGHT-OF-WAY 1319.04 FEET TO THE POINT OF BEGINNING; AND

SECTION 17, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE SOUTH 3/4 OF THE EAST 1/2 OF SAID SECTION 17; LESS RIGHT-OF-WAY FOR COUNTY ROAD 466; AND

THE EAST 348.23 FEET OF BLOCKS H AND I, IN THE TOWN OF OXFORD AND THE EAST 348.23 FEET OF THAT PART OF MAIN STREET LYING BETWEEN THE ABOVE DESCRIBED BLOCKS, ALL IN THE TOWN OF OXFORD, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 1, PAGES 32 AND 33, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; AND

LESS ANY PORTION THEREOF LYING WITHIN THE FOLLOWING DESCRIBED TRACT: BEGIN AT THE SOUTHEAST CORNER OF SAID BLOCK "I"; THENCE N89°23'30"W, ALONG THE SOUTH LINE OF BLOCKS "I" AND "F", 640.00 FEET TO THE EAST LINE OF THE WEST 210.00 FEET OF THE EAST 274.80 FEET OF SAID BLOCK "F"; THENCE DEPARTING SAID SOUTH LINE OF BLOCK "F", N00°24'09"E ALONG SAID EAST LINE, 180.00 FEET; THENCE S89°23'30"E, 291.77 FEET; THENCE S81°07'56"E, 104.41 FEET; THENCE S89°23'30"E, 244.96 FEET TO THE EAST LINE OF BLOCK "I"; THENCE S00°24'09"W, 165.00 FEET TO THE POINT OF BEGINNING; ALSO, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466; AND

SECTION 20, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 20; AND

SECTION 21, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE NORTH 1/2 OF SAID SECTION 21, LESS RIGHT-OF-WAY FOR C.R. 472; ALSO LESS THE WEST 1/2 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 ; AND

GOVERNMENT LOT 1, LESS THE EAST 750.00 FEET, ALL OF GOVERNMENT LOT 2, AND THE EAST 330.00 FEET OF GOVERNMENT LOT 3, LESS RIGHT OF WAY FOR COUNTY ROAD 472, ALL IN SECTION 21, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA; AND

SECTION 22, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF FRACTIONAL SECTION; AND

SECTION 23, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF FRACTIONAL SECTION; AND

SECTION 24, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE NORTHWEST 1/4 OF THE NORTHEAST 1/4; THE SOUTH 3/4 OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4; THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4, LESS THE SOUTH 296.00 FEET OF THE EAST 296.00 FEET THEREOF; THE WEST 1/2 OF SAID SECTION 24; AND

SECTION 25, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 25, TOWNSHIP 18 SOUTH, RANGE 23 EAST, LESS THE NORTH 540 FEET OF THE EAST 965 FEET OF THE SOUTHEAST 1/4 THEREOF AND LESS THE EAST 25 FEET THEREOF FOR COUNTY ROAD; AND

SECTION 26, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF FRACTIONAL SECTION 26; AND

SECTION 27, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF FRACTIONAL SECTION 27; AND

SECTION 28, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

GOVERNMENT LOT 1 AND THE SOUTH 1/4 OF FRACTIONAL SECTION 28, LESS RIGHT-OF-WAY FOR COUNTY ROAD 121 ALONG THE WEST SIDE THEREOF; AND

THAT PORTION OF THE NORTH 1/2 OF THE SOUTH 1/2 OF SECTION 28 LYING EASTERLY OF AND ADJOINING THE FOLLOWING DESCRIBED LINE:

COMMENCE AT THE SOUTHEAST CORNER OF LOT 88, THE FAIRWAYS AT ROLLING HILLS, FIRST ADDITION, AS RECORDED IN PLAT BOOK 4, PAGES 126 AND 126-A, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE ALONG THE SOUTH LINE OF AFORESAID NORTH 1/2 OF SOUTH 1/2, RUN N89°57'01"E, 70.00 FEET TO THE POINT OF BEGINNING; THENCE N46°03'58"E, 185.55 FEET; THENCE N07°00'05"E, 90.00 FEET TO THE SOUTHEASTERLY CORNER OF LOT 87 OF AFORESAID PLAT OF THE FAIRWAYS AT ROLLING HILLS, FIRST ADDITION; THENCE ALONG SAID PLATTED BOUNDARY WITH THE FOLLOWING COURSES: N07°00'05"E, 122.81 FEET; THENCE N09°52'33"E, 212.94 FEET; THENCE N12°06'54"E, 94.30 FEET; THENCE N19°58'25"E, 95.90 FEET; THENCE N22°49'24"E, 100.04 FEET; THENCE N36°40'10"E, 92.46 FEET TO THE MOST EASTERLY CORNER OF LOT 81 OF THE FAIRWAYS AT ROLLING HILLS, FIRST ADDITION; THENCE DEPARTING SAID PLATTED BOUNDARY, RUN N47°44'56"E, 170.00 FEET; THENCE N00°04'19"W, 310.00 FEET TO THE NORTH LINE OF AFORESAID NORTH 1/2 OF SECTION 28 TO END OF DESCRIPTION LINE, LESS THAT PORTION LYING WITHIN THE NORTH TEN (10) FEET OF THE NORTHWEST 1/4 OF THE SOUTHEAST 1/4 OF AFORESAID SECTION 28; AND

THOSE PORTIONS OF GOVERNMENT LOTS 2 AND 3 OF SECTION 28, TOWNSHIP 18 SOUTH, RANGE 23 EAST, DESCRIBED AS FOLLOWS:

FROM THE SOUTHEAST CORNER OF GOVERNMENT LOT 2 (ALSO REFERRED TO AS THE SOUTHEAST CORNER OF THE WEST 1/2 OF THE NORTHEAST 1/4 OF SAID SECTION 28); THENCE N00°00'52"W ALONG THE EAST LINE THEREOF 661.98 FEET TO THE NORTHEAST CORNER OF THOSE LANDS DESCRIBED AS PARCEL 2 IN OFFICIAL RECORDS BOOK 397, PAGE 152, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, AND THE POINT OF BEGINNING; FROM SAID POINT OF BEGINNING RUN ALONG THE BOUNDARY OF THOSE LANDS DESCRIBED AS PARCEL 2 IN SAID OFFICIAL RECORDS BOOK 397, PAGE 152, THE FOLLOWING (5) FIVE COURSES: (1) THENCE S89°55'20"W FOR 375.24 FEET; (2) THENCE N38°08'20"W FOR 522.75 FEET; (3) THENCE N64°39'00"W FOR 653.77 FEET; (4) THENCE S89°55'40"W FOR 137.86 FEET; (5) THENCE S00°04'20"E FOR

EXHIBIT "2"

100.00 FEET TO THE NORTH RIGHT-OF-WAY LINE OF COUNTY ROAD 122 AS DESCRIBED IN OFFICIAL RECORDS BOOK 84, PAGE 690, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE S89°55'40"W ALONG SAID NORTH RIGHT-OF-WAY LINE 160.00 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF EAGLE LANE AS RECORDED IN OFFICIAL RECORDS BOOK 132, PAGE 549, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE RUN ALONG THE EASTERLY AND NORTHEASTERLY RIGHT-OF-WAY LINE THE NEXT (2) TWO COURSES, (1) N14°15'00"W FOR 207.74 FEET (2) N52°34'00"W FOR 16.40 FEET TO THE SOUTHWEST CORNER OF LOT 82, ROLLING HILL MANOR (AN UNRECORDED SUBDIVISION) AS DESCRIBED IN OFFICIAL RECORDS BOOK 275, PAGE 472, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE N79°10'00"E ALONG THE SOUTH BOUNDARY OF SAID LOT 82 FOR 61.27 FEET; THENCE N05°32'35"W ALONG THE EAST BOUNDARY OF SAID LOT 82 FOR 146.48 FEET; THENCE S79°10'00"W ALONG THE NORTH BOUNDARY OF SAID LOT 82 FOR 19.88 FEET; THENCE DEPARTING SAID NORTH LINE N06°31'14"W FOR 50.14 FEET TO THE SOUTHEAST CORNER OF LOT 81 OF SAID ROLLING HILLS MANOR AS RECORDED IN OFFICIAL RECORDS BOOK 150, PAGE 371, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE N12°30'00"W ALONG THE EAST LINE OF SAID LOT 81 TO A POINT OF INTERSECTION WITH THE SOUTHERLY WATERS OF A CANAL, SAID POINT HEREINAFTER KNOWN AS POINT "A" AND THE POINT OF TERMINUS OF THIS LINE; THENCE FROM THE ABOVE DESCRIBED POINT OF BEGINNING; RUN N00°00'52"W ALONG THE EAST LINE OF SAID GOVERNMENT LOT 2 ALSO BEING THE EAST LINE OF THE WEST 1/2, OF THE NORTHEAST 1/4 OF SAID SECTION 28 FOR 1425.00 FEET, MORE OR LESS TO THE SOUTHERN WATERS OF LAKE MIONA; THENCE WESTERLY, NORTHWESTERLY, AND SOUTHWESTERLY ALONG THE WATERS OF SAID LAKE MIONA AND A SOUTHWESTERLY EXTENSION THEREOF TO THE INTERSECTION WITH THE NORTHEASTERLY EXTENSION OF THE NORTHWESTERLY LINE OF LOT 6, OF SAID ROLLING HILLS MANOR AS DESCRIBED IN OFFICIAL RECORDS BOOK 144, PAGE 45, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, AND THE SOUTHWESTERLY WATERS OF A CANAL; THENCE SOUTHEASTERLY ALONG SAID WATERS AND A SOUTHEASTERLY EXTENSION THEREOF TO AN INTERSECTION WITH THE NORTHERLY EXTENSION OF WEST LINE OF SAID LOT 81, AND THE SOUTHERLY WATERS OF A CANAL; THENCE EASTERLY ALONG SAID WATERS TO THE ABOVE DESCRIBED POINT A TO CLOSE; AND

SECTION 33, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

COMMENCE AT THE NW CORNER OF SECTION 33, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, AND PROCEED SOUTH 900 FEET, EAST 210 FEET, SOUTH 210 FEET, EAST 210 FEET FOR THE POINT OF BEGINNING, CONTINUE EAST 480 FEET, NORTH 420 FEET, EAST 420', NORTH 690 FEET, WEST 690 FEET, MORE OR LESS

EXHIBIT "2"

TO BROWN'S LOT, SOUTH 630 FEET, WEST 210 FEET, SOUTH APPROXIMATELY 480 FEET TO THE POINT OF BEGINNING; AND

THE EAST 3/4 OF THE NORTH 1/2; THE SOUTHEAST 1/4; THE EAST 1092.00 FEET OF THE SOUTHWEST 1/4 OF SAID SECTION 33 AND THAT PORTION OF THE SOUTH 775.00 FEET OF THE SOUTHWEST 1/4 OF SECTION 33 LYING SOUTH OF AN EXISTING IMPROVED ROAD, LESS THE EAST 1092.00 FEET THEREOF AND LESS RIGHT-OF-WAY FOR C.R. 462; AND

BEGIN AT THE SOUTHEAST CORNER OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4, SECTION 33, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA; THENCE NORTH ALONG THE EAST LINE OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 33 A DISTANCE OF 630 FEET; THENCE WEST 420 FEET; THENCE SOUTH 420 FEET; THENCE WEST 568.5 FEET MORE OR LESS TO A POINT 336 FEET EAST OF THE WEST LINE OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 33; THENCE SOUTH ALONG A LINE PARALLEL WITH AND 336 FEET EAST OF SAID WEST LINE 210 FEET TO THE SOUTH LINE OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 33; THENCE EAST ALONG SAID SOUTH LINE 988.5 FEET MORE OR LESS TO THE POINT OF BEGINNING; AND

SECTION 34, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 34; AND

SECTION 35, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 35; AND

SECTION 36, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 36, TOWNSHIP 18 SOUTH, RANGE 23 EAST, LESS THE NORTH 1/2 OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 THEREOF, ALSO LESS THE FOLLOWING DESCRIBED TRACT OF LAND: BEGIN 16.95 FEET SOUTH OF THE NORTHEAST CORNER OF THE SECTION, RUN THENCE SOUTH 89°35'30" WEST 1464.00 FEET; THENCE SOUTH 00°52'00" WEST 643.25 FEET; THENCE SOUTH 00°54'40" EAST 665.55 FEET TO THE SOUTH LINE OF THE NORTH 1/2 OF THE NORTHEAST 1/4, THENCE EAST ALONG SAID SOUTH LINE TO THE EAST LINE OF THE SECTION, THENCE NORTH ALONG SAID EAST LINE TO THE POINT OF BEGINNING, AND ALSO LESS THE RIGHT-OF-WAY FOR COUNTY ROAD, IF ANY.

SECTION 1, TOWNSHIP 19 SOUTH, RANGE 23, EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 1, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466A; AND

SECTION 2, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 2, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466A; AND

SECTION 3, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THAT PART OF THE NORTH 1/2 OF THE EAST 3/4 OF SECTION 3, LYING NORTH OF COUNTY ROAD 466-A; AND

THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SECTION 3, TOWNSHIP 19 SOUTH, RANGE 23 EAST; AND

THE SOUTH 1/2 OF SAID SECTION 3; LESS RIGHT-OF-WAY FOR C.R. 466A; AND

SECTION 4, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE EAST 1/2 OF THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 4, TOWNSHIP 19 SOUTH, RANGE 23 EAST; AND

THE SOUTHEAST 1/4 AND THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 4; LESS RIGHT-OF-WAY FOR C.R. 466A;

THE N1/2 OF THE SW 1/4, LESS R/W ON N SIDE FOR CR 466-A AND LESS R/W ON WEST SIDE FOR CR 139 AND LESS S 15 FT OF W 789 FT OF N1/2 OF SW1/4; AND LESS: THE NORTH 466.70 FEET OF THE SOUTH 481.70 FEET OF WEST 490.70 FEET OF NORTH 1/2 OF SAID SW 1/4; AND LESS THE FOLLOWING DESCRIBED LAND:

FROM THE NORTHWEST CORNER OF THE SOUTHWEST 1/4 OF SAID SECTION 4, RUN S00°22'17"W, ALONG THE WEST LINE OF THE SOUTHWEST 1/4 OF SAID SECTION 4 A DISTANCE OF 50.00 FEET TO THE SOUTH RIGHT OF WAY OF COUNTY ROAD 466A AND THE POINT OF BEGINNING; THENCE DEPARTING SAID WEST LINE S89°30'00"E, ALONG SAID RIGHT OF WAY A DISTANCE OF 2208.01 FEET; THENCE DEPARTING SAID RIGHT OF WAY, S00°29'59"W, 294.99 FEET; THENCE S11°45'51"W, 115.75 FEET; THENCE S03°11'42"E, 88.78 FEET; THENCE S20°58'27"E, 62.51 FEET; THENCE S26°51'45"E, 59.88 FEET; THENCE S39°43'42"E, 51.33 FEET; THENCE S72°01'33"W, 298.77 FEET TO A POINT ON THE ARC OF A CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 3,572.15 FEET AND A CHORD BEARING AND DISTANCE OF S21°25'12"E, 351.44 FEET; THENCE

EXHIBIT "2"

SOUTHERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 05°38'21", A DISTANCE OF 351.58 FEET TO THE POINT OF COMPOUND CURVATURE OF A CURVE CONCAVE NORTHWESTERLY AND HAVING A RADIUS OF 40.00 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 122°10'41", A DISTANCE OF 85.30 FEET TO THE POINT OF REVERSE CURVATURE OF A CURVE CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 171.00 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 98°54'59", A DISTANCE OF 295.22 FEET TO A POINT ON THE SOUTH LINE OF THE NORTH 1/2 OF SAID SOUTHWEST 1/4; THENCE N89°32'24"W, ALONG SAID SOUTH LINE A DISTANCE OF 249.33 FEET TO A POINT ON THE ARC OF A NON-TANGENT CURVE CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 170.00 FEET AND A CHORD BEARING AND DISTANCE OF N26°31'56"W, 303.33 FEET TO WHICH A RADIAL LINE BEARS S53°23'12"E; THENCE NORTHWESTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 126°17'27", AN ARC DISTANCE OF 374.71 FEET TO THE POINT OF TANGENCY; THENCE N89°40'39"W, 166.79 FEET; THENCE S00°19'21"W, 269.89 FEET TO A POINT ON THE SOUTH LINE OF THE NORTH 1/2 OF SAID SOUTHWEST 1/4; THENCE N89°32'24"W, ALONG SAID SOUTH LINE A DISTANCE OF 521.40 FEET TO A POINT ON THE EAST LINE OF THE WEST 789.00 FEET OF SAID SOUTHWEST 1/4; THENCE DEPARTING SAID SOUTH LINE N00°22'17"E, ALONG SAID EAST LINE A DISTANCE OF 15.00 FEET TO A POINT ON THE NORTH LINE OF THE SOUTH 15.00 FEET OF THE WEST 789.00 FEET OF SAID NORTH 1/2 OF THE SOUTHWEST 1/4; THENCE DEPARTING SAID EAST LINE N89°32'24"W, ALONG SAID NORTH LINE A DISTANCE OF 298.30 FEET TO A POINT ON THE EAST LINE OF WEST 490.70 FEET OF SAID NORTH 1/2 OF THE SOUTHWEST 1/4; THENCE DEPARTING SAID NORTH LINE N00°22'17"E, ALONG SAID EAST LINE A DISTANCE OF 466.70 FEET TO A POINT ON THE NORTH LINE OF THE SOUTH 481.70 FEET OF SAID NORTH 1/2 OF THE SOUTHWEST 1/4; THENCE DEPARTING SAID EAST LINE N89°32'24"W, ALONG SAID NORTH LINE A DISTANCE OF 490.70 FEET TO A POINT ON SAID WEST LINE THE SOUTHWEST 1/4; THENCE DEPARTING SAID NORTH LINE N00°22'17"E, ALONG SAID WEST LINE A DISTANCE OF 794.16 FEET TO THE POINT OF BEGINNING; AND

SECTION 9, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE EAST 1/2 OF SECTION 9, LESS THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4; THE SOUTH 3/4 OF THE NORTHWEST 1/4; THE WEST 1/2 OF THE SOUTHWEST 1/4, LYING NORTH OF COUNTY ROAD NO. 44A; THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4; THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SOUTHWEST 1/4 LYING NORTH OF COUNTY ROAD 44A; AND

EXHIBIT "2"

BEGIN AT THE NORTHWEST CORNER OF THE EAST 1/2 OF THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4; THENCE RUN SOUTH 440.00 FEET, EAST 396.00 FEET, NORTH 440.00 FEET, WEST 396.00 FEET TO THE POINT OF BEGINNING; AND

SECTION 10, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 10; AND

SECTION 11, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 11; AND

SECTION 12, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 12; AND

SECTION 13, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 13; AND

SECTION 14, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE WEST 1/2 OF THE NORTHWEST 1/4; THE NORTHEAST 1/4 OF THE NORTHWEST 1/4; THE EAST 1/2 OF THE SOUTHEAST 1/4; THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4; THE EAST 1/2 OF THE NORTHEAST 1/4 OF THE NORTHEAST 1/4; AND

SECTION 16, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 LYING EAST OF THE RAILROAD RIGHT-OF-WAY, THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 LYING NORTH AND EAST OF THE RAILROAD RIGHT-OF-WAY, LESS TERMINAL LANDS; LESS ANY PORTIONS THEREOF LYING WITHIN THE RIGHT-OF-WAY FOR COUNTY ROAD 44-A; AND

SECTION 23, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THAT PART OF THE EAST 1/2 OF THE NORTHEAST 1/4 OF SECTION 23, TOWNSHIP 19 SOUTH, RANGE 23 EAST, IN SUMTER COUNTY, FLORIDA, LYING NORTH OF THE NORTHERLY RIGHT-OF-WAY LINE OF THE CSX RAILROAD; AND

EXHIBIT "2"

SECTION 24, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THAT PART OF THE WEST 3/4 OF SAID SECTION 24 LYING NORTH OF THE RAILROAD RIGHT-OF-WAY; AND THAT PORTION OF THE FORMER C.S.X. RAILROAD RIGHT-OF-WAY LYING SECTIONS 23 AND 24, TOWNSHIP 19 SOUTH, RANGE 23 EAST, BOUNDED ON THE WEST BY THE WEST LINE OF THE EAST 1/4 OF SAID SECTION 23 AND BOUNDED ON THE EAST BY THE EAST LINE OF THE WEST 3/4 OF SAID SECTION 24, LESS RIGHT OF WAY FOR STATE ROAD 44.

LESS ANY PORTIONS OF SAID SECTIONS 8 AND 9, TOWNSHIP 19 SOUTH, RANGE 23 EAST, LYING WITH THE FOLLOWING DESCRIBED LANDS:

THAT LAND LYING IN SECTIONS 8 AND 9, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, DESCRIBED AS FOLLOWS:

FROM THE NORTHEAST CORNER OF THE SOUTH 1/2 OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 8 RUN N89°25'10"W, ALONG THE NORTH LINE THEREOF A DISTANCE OF 661.60 FEET TO THE NORTHWEST CORNER OF THE EAST 1/2 OF THE SOUTH 1/2 OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 8 AND THE WESTERLY BOUNDARY OF THE LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 1054, PAGE 164, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE ALONG SAID WESTERLY BOUNDARY THE FOLLOWING COURSES: S00°27'52"W, 4.79 FEET; THENCE S38°40'24"W, 35.13 FEET; THENCE S69°50'11"W, 1.95 FEET, MORE OR LESS, TO THE NORTHEASTERLY RIGHT-OF-WAY OF C-44A AS RECORDED IN MAP BOOK 4, PAGE 117, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, HEREAFTER REFERRED TO AS POINT "A"; THENCE RETURN TO THE POINT OF BEGINNING AND RUN ALONG THE BOUNDARY OF THE LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 2133, PAGE 557, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA THE FOLLOWING COURSES: N00°29'25"E, ALONG THE WEST LINE OF SAID SECTION 9 A DISTANCE OF 663.13 FEET; THENCE CONTINUE ALONG SAID WEST LINE, N00°27'24"E, 1,404.51 FEET TO THE EASTERLY RIGHT-OF-WAY OF CR-139 AS DESCRIBED IN OFFICIAL RECORDS BOOK 2136, PAGE 408, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA AND A POINT ON THE ARC OF A CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 1,579.55 FEET AND A CHORD BEARING AND DISTANCE OF N07°28'27"E, 409.27 FEET; THENCE DEPARTING SAID WEST LINE, NORTHERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 14°53'15", A DISTANCE OF 410.42 FEET; THENCE N00°27'24"E, 193.66 FEET TO THE NORTH LINE OF THE SOUTH 3/4 OF THE NORTHWEST 1/4 OF SAID SECTION 9; THENCE ALONG SAID NORTH LINE, S89°35'22"E, 20.00 FEET; THENCE DEPARTING SAID NORTH LINE, S00°27'24"W, 193.60 FEET TO A POINT ON THE ARC OF A CURVE CONCAVE

EXHIBIT "2"

WESTERLY, HAVING A RADIUS OF 1,599.55 FEET AND A CHORD BEARING AND DISTANCE OF S05°21'49"W, 297.20 FEET; THENCE SOUTHERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 10°39'40", A DISTANCE OF 297.63 FEET; THENCE S00°25'07"W, 1,511.83 FEET; THENCE S00°57'59"W, 1,031.09 FEET, MORE OR LESS, TO SAID NORTHEASTERLY RIGHT-OF-WAY OF C-44A; THENCE ALONG SAID NORTHEASTERLY RIGHT-OF-WAY 795.00 FEET MORE OR LESS TO POINT "A" AND TO CLOSE.

EXHIBIT 3

REVISED LAND USE EQUIVALENCY MATRIX
TABLES 1 AND 2 OF THE VILLAGES OF SUMTER DRI



Kimley-Horn
and Associates, Inc.

May 13, 2010

■
1725 Hermitage Blvd.
Tallahassee, Florida
32308

Mr. Marty Dzuro
Grant & Dzuro
990 Old Mill Run
The Villages, Florida 32162

Subject: Villages of Sumter Development of Regional Impact
Notice of Proposed Change

Dear Marty:

Enclosed with this letter are updated land use conversion matrices (Tables 1 and 2) for future use in The Villages of Sumter Development of Regional Impact. The matrices have been updated to include three additional land uses: congregate care facility, assisted living, and nursing home. A congregate care facility is also known as an independent living facility (ILF), assisting living is also known as an assisted living facility (ALF), and skilled nursing is also known as a skilled nursing facility (SNF). The matrices were also updated with trip rates (Table 3) from the latest buildout analysis of The Villages of Sumter, which was the 3rd Substantial Deviation in 2008, and any subsequent conversions. As agreed to previously, the matrices take into account the different concentrations of land use in different areas of the development with trip rates specific to each area - north of CR 466A and south of CR 466A. The conversion matrices are based on external trip rates for each land use in each area, such that any conversion would be trip neutral with respect to external roadways. The conversion limits agreed upon in the current Development Order remain unchanged.

Below is an example calculation using the matrices to help understand their application.

*If one would like to develop 260 beds of assisting living north of CR 466A, one would need to reduce the commercial square footage by 17,160 to remain trip neutral (using the Area 1 matrix one bed of assisted living is equal to 66 square feet of retail, $260 * 66 = 17,160$). The conversion would result in equivalent external roadway impacts based on the most recent buildout analysis for The Villages.*

■
TEL 850 553 3500
FAX 850 309 0055



Kimley-Horn
and Associates, Inc.

Mr. Marty Dzuro, May 13, 2010, Page 2

If you have any questions regarding this table or additional calculations, please feel free to contact me.

Very truly yours,

KIMLEY-HORN AND ASSOCIATES, INC.

A handwritten signature in black ink that reads "Richard R. Barr".

Richard R. Barr, AICP
Senior Vice President

Enclosures

RRB/brs

K:\TAL_TPTO\040380 - Villages\002-022 - Vill. of Sumter\2159 - NOPC No. 5\Correspondence\DzuroM100513.doc

TABLE 1
LAND USE TRADE-OFF MATRIX - AREA 1
FROM C.R. 466 TO C.R. 466A
EQUIVALENT P.M. PEAK HOUR EXTERNAL TRIPS

Land Use		Residential D.U.	Retail (Area 1) sq. ft.	Office (Area 1) sq. ft.	Hotel (Area 1) Room	Congregate Care (ILF) D.U.	Assisted Living (ALF) Bed	Nursing Home (SNF) Bed
VILLAGES OF SUMTER (CR 466 to CR 466A):								
Residential	1 d.u. is equivalent to	1.000	88	116	0.533	2.000	1.333	1.333
Retail (Area 1)	1,000 sq. ft. is equivalent to	11.375	1,000	1,319	6.067	22.750	15.167	15.167
Office (Area 1)	1,000 sq. ft. is equivalent to	8.625	758	1,000	4.600	17.250	11.500	11.500
Hotel (Area 1)	1 room is equivalent to	1.875	165	217	1.000	3.750	2.500	2.500
Congregate Care Facility (ILF)	1 d.u. is equivalent to	0.500	44	58	0.267	1.000	0.667	0.667
Assisted Living (ALF)	1 bed is equivalent to	0.750	66	87	0.400	1.500	1.000	1.000
Nursing Home (SNF)	1 bed is equivalent to	0.750	66	87	0.400	1.500	1.000	1.000

TABLE 2
LAND USE TRADE-OFF MATRIX - AREA 2
FROM C.R. 466A SOUTH
EQUIVALENT P.M. PEAK HOUR EXTERNAL TRIPS

Land Use		Residential D.U.	Retail (Area 2) sq. ft.	Office (Area 2) sq. ft.	Hotel (Area 2) Room	Congregate Care (ILF) D.U.	Assisted Living (ALF) Bed	Nursing Home (SNF) Bed
VILLAGES OF SUMTER (From CR 466A South):								
Residential	1 d.u. is equivalent to	1.000	101	131	0.533	2.000	1.333	1.333
Retail (Area 2)	1,000 sq. ft. is equivalent to	9.875	1,000	1,295	5.267	19.750	13.167	13.167
Office (Area 2)	1,000 sq. ft. is equivalent to	7.625	772	1,000	4.067	15.250	10.167	10.167
Hotel (Area 2)	1 room is equivalent to	1.875	190	246	1.000	3.750	2.500	2.500
Congregate Care Facility (ILF)	1 d.u. is equivalent to	0.500	51	66	0.267	1.000	0.667	0.667
Assisted Living (ALF)	1 bed is equivalent to	0.750	76	98	0.400	1.500	1.000	1.000
Nursing Home (SNF)	1 bed is equivalent to	0.750	76	98	0.400	1.500	1.000	1.000

**TABLE 3
VILLAGES OF SUMTER
P.M. PEAK HOUR TRIPS - BY AREA**

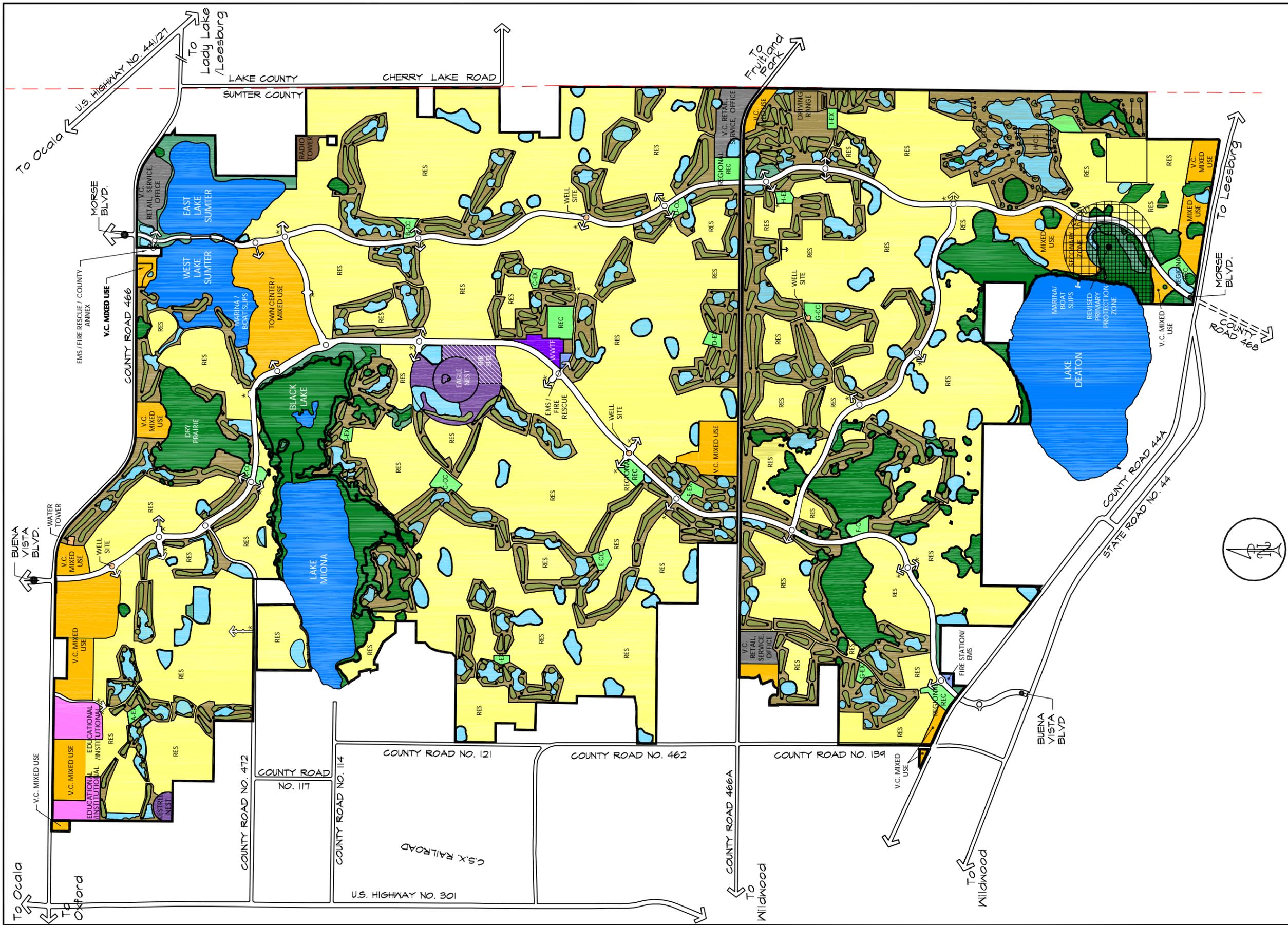
Land Use	Cumulative No. of Units at Buildout	External Trips
Residential (Area 1)	23,054	1,790
Residential (Area 2)	10,775	835
Total Residential	33,829	2,625
Retail (Area 1 - CR 466 to CR 466A)	1,852,433	1,686
Retail (Area 2 - CR 466A South)	2,368,600	1,868
Total Retail	4,221,033	3,554
Office (Area 1 - CR 466 to CR 466A)	240,622	166
Office (Area 2 - CR 466A South)	295,888	181
Total Office	536,510	347
Hotel (Area 1 - CR 466 to CR 466A)	120	18
Hotel (Area 2 - CR 466A South)	280	41
Total Hotel	400	59

EXHIBIT B

**EXISTING MASTER DEVELOPMENT PLAN (MAP H) AND
LAND USE AND PHASING TABLES (MAP H-1) (FEBRUARY, 2009)**

and

**REVISED MASTER DEVELOPMENT PLAN (MAP H) AND
LAND USE AND PHASING TABLES (MAP H-1) (AUGUST, 2010)**



LEGEND

- VILLAGES OF SUMTER PROPERTY BOUNDARY
- COUNTY LINE
- R.O.W.
- RESIDENTIAL
- RETAIL
- MIXED USE.
May include one or more of the following: Retail, Service, Office, Hotel, Recreation, Performing Arts, Residential, Institutional
- EDUCATIONAL/INSTITUTIONAL
- WASTE WATER TREATMENT FAC.
- WATER TOWER / WELL SITE
- HOSPITAL / FIRE STATION / EMS
- REGIONAL / VILLAGE REC CENTER
- GOLF ROUGH
- GOLF GREENS/TEES/FAIRWAYS
- LAKE
- STORMWATER
- BUFFER
- EAGLE, KESTREL & TORTOISE PRES.
- R.I.B. SITE
- WETLAND
- EAGLE MANAGEMENT AREA
- ACC CHAMPIONSHIP GOLF COURSE
- A-EX EXECUTIVE GOLF COURSE
- * GATE HOUSE

VILLAGES OF SUMTER DRI
FOURTH AMENDMENT TO
THE SECOND AMENDED
AND RESTATED
DEVELOPMENT ORDER

FEBRUARY, 2009

MASTER
DEVELOPMENT
PLAN

The Villages
1020 Lake Sumter Landing
The Villages, Florida 32162

FARNER BARLEY AND ASSOCIATES, INC.
Certificate of Authorization Number: 4709
4450 N.E. 83rd Road Wildwood, Florida 34785
(352) 753-3126

▲ ENGINEERS
▲ SURVEYORS
▲ PLANNERS

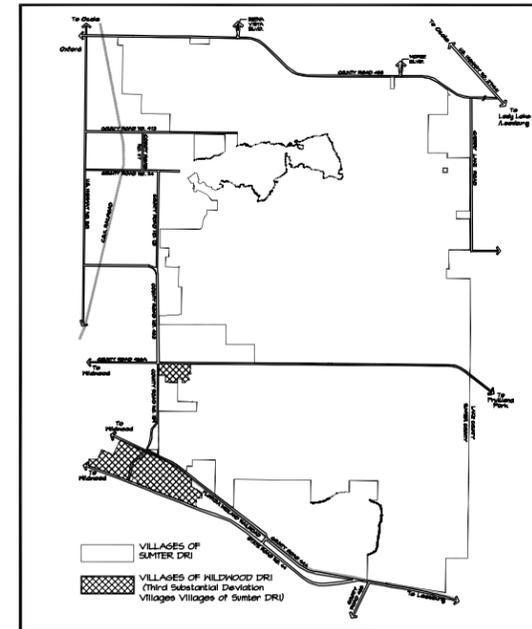
0 1000 2000 3000 4000 5000
SCALE IN FEET

Job number:	921141.1685
File name:	MAP H
Date:	11-17-08
Drawn by:	KMK
Checked by:	SRV
Revisions:	

MAP H

Amended Villages of Sumter - Phasing Schedule

LAND USE	Phase I 2003-2005	Phase II 2006-2008	Phase III 2009-2011	Phase IV 2012-2014	Total
RESIDENTIAL (du's)	5,674	9,750	9,750	7,026	32,200
RETAIL SERVICE (gsf) (TOWN CENTER & VILLAGE CENTERS)	375,000	275,000	750,000	476,350	1,876,350
OFFICE (gsf)	35,000	120,000	200,000	62,110	417,110
HOTEL (rooms)	0	120	0	80	200
ATTRACTION / RECREATION					
CONVENTION/PERFORMING ARTS CENTER (gsf)				40,000	40,000
THEATER (screens)	8				8
REGIONAL RECREATION CENTERS (ea.)	1	2	2	1	6
BOAT SLIPS :					
BOAT SLIPS - LAKE SUMTER	16				16
BOAT SLIPS - LAKE DEATON			8		8
GOLF COURSES (holes)	135	126	117	18	396
EDUCATIONAL/ INSTITUTIONAL	185,000	205,000	75,286		465,286



Villages of Sumter - Land Use Allocation

LAND USE	COMBINED VILLAGES OF SUMTER DRI AND VILLAGES OF WILDWOOD DRI AFTER THIRD SUBSTANTIAL DEVIATION				VILLAGES OF WILDWOOD DRI				VILLAGES OF SUMTER DRI FOURTH AMENDMENT					
	ACREAGE	UNITS	NON-RESIDENTIAL GROSS SQUARE FEET	OTHER	ACREAGE	UNITS	NON-RESIDENTIAL GROSS SQUARE FEET	OTHER	ACREAGE	UNITS	NON-RESIDENTIAL GROSS SQUARE FEET	OTHER	NET DENSITY AMENDED VOS	PERCENT TOTAL ACRES AMENDED VOS
RESIDENTIAL	6,527	32,200							6,527	32,200			5	48.4
RETAIL SERVICE (TOWN CENTER & VILLAGE CENTERS)	776		3,164,608		235		1,288,258		541		1,876,350			4.0
OFFICE	20		431,510				14,400		20		417,110			0.15
HOTEL ROOMS	20			400				200	20			200		0.15
HOSPITAL BEDS	51			300	51			300	0					0.0
ATTRACTION / RECREATION														
CONVENTION/PERFORMING ARTS CENTER	15		40,000						15		40,000			0.1
THEATER	5			16				8	5			8		0.03
REGIONAL RECREATION CENTERS	65			6					65			6		0.5
BOAT SLIPS :				0										
BOAT SLIPS - LAKE SUMTER				16								16		
BOAT SLIPS - LAKE DEATON				8								8		
CLUBHOUSES / VILLAGE REC. CENTERS	148								148					1.1
GOLF COURSES HOLES	2,992			396					2,992			396		22.2
EDUCATIONAL / INSTITUTIONAL	91		515,000		14		49,714		77		465,286			0.6
FACILITIES & SERVICES	37								37					0.3
FIRE STATION / EMS	3			1					3			1		
WASTE WATER TREATMENT FACILITY	18			2					18			2		
WATER WELL SITES	2			4					2			4		
RADIO TOWER	14								14					
CONSERVATION (WILDLIFE / PRESERVATION & MANAGEMENT AREAS)	154								154					1.1
WETLANDS	823				12				811					6.0
LAKES	336								336					2.5
ROADS	580				17				563					4.2
PARKS / OPEN SPACE/ BUFFERS	298				1				297					2.2
STORMWATER	937				61				876					6.5
TOTAL	*13,874	32,200	4,151,118		*391	0	1,352,372		13,483	32,200	2,798,746			100

NOTE: ACREAGES SHOWN ARE ROUNDED TO THE NEAREST WHOLE NUMBER AND SUBJECT TO CHANGE BASED ON SURVEY AND ENGINEERING. ACREAGE FOR OFFICE USE IS EXCLUSIVE OF MIXED USE AREAS.
* THESE ACRES INCLUDE THE 213 ACRES OF VILLAGES OF SUMTER DRI MOVED TO VILLAGES OF WILDWOOD DRI AND THE 178 ACRES OF ACORN PROPERTY ADDED TO VILLAGES OF WILDWOOD DRI.

VILLAGES OF SUMTER DRI
FOURTH AMENDMENT TO
THE SECOND AMENDED
AND RESTATED
DEVELOPMENT ORDER

FEBRUARY, 2009
(Revised JANUARY 5, 2009)

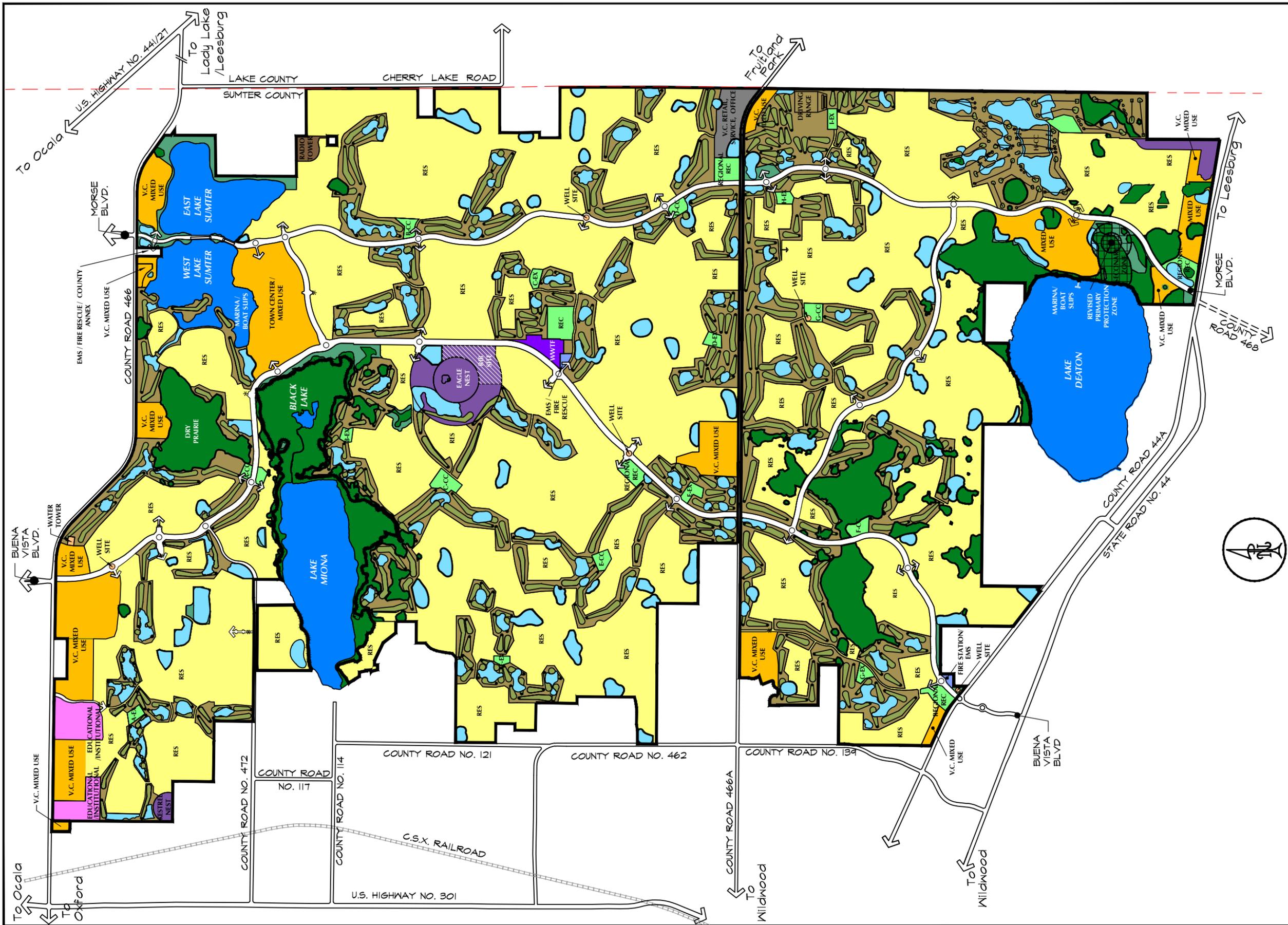
MASTER
DEVELOPMENT
PLAN



1020 Lake Sumter Landing
The Villages, Florida 32162

**FARNER
BARLEY** AND ASSOCIATES, INC.
▲ ENGINEERS
▲ SURVEYORS
▲ PLANNERS
Certificate of Authorization Number: 4709
4450 N.E. 83rd Road Wildwood, Florida 34785
(352) 748-3126

Job number: 921141.1685
File name: MAP H-1
Date: 11-17-08
Drawn by: KMK
Checked by: SRV
Revisions: 01-05-09



LEGEND

- VILLAGES OF SUMTER DRI BOUNDARY
- COUNTY LINE
- R.O.W.
- RESIDENTIAL
- RETAIL
- MIXED USE.
May include one or more of the following: Retail, Service, Office, Hotel, Recreation, Residential, Institutional, Life Care Services (ALF, SNF, ILF)
- EDUCATIONAL/INSTITUTIONAL
- WASTE WATER TREATMENT FAC.
- WATER TOWER / WELL SITE
- HOSPITAL / FIRE STATION / EMS
- REGIONAL / VILLAGE REC CENTER
- GOLF ROUGH
- GOLF GREENS/TEES/FAIRWAYS
- LAKE
- STORMWATER
- BUFFER
- EAGLE, KESTREL & TORTOISE PRES. WILDLIFE CORRIDOR
- R.I.B. SITE
- WETLAND
- EAGLE MANAGEMENT AREA
- CHAMPIONSHIP GOLF COURSE
- EXECUTIVE GOLF COURSE
- GATE HOUSE

VILLAGES OF SUMTER DRI
FIFTH AMENDMENT TO THE
SECOND AMENDED AND
RESTATED DEVELOPMENT
ORDER

AUGUST, 2010

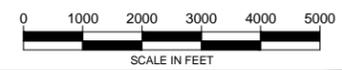
MASTER
DEVELOPMENT
PLAN



1020 Lake Sumter Landing
The Villages, Florida 32162

Arnett
Environmental, LLC

1038 Lake Sumter Landing The Villages, FL 32162
Tel No. (352)753-4747 Fax No. (352)753-1296
Certificate of Authorization Number: 27495

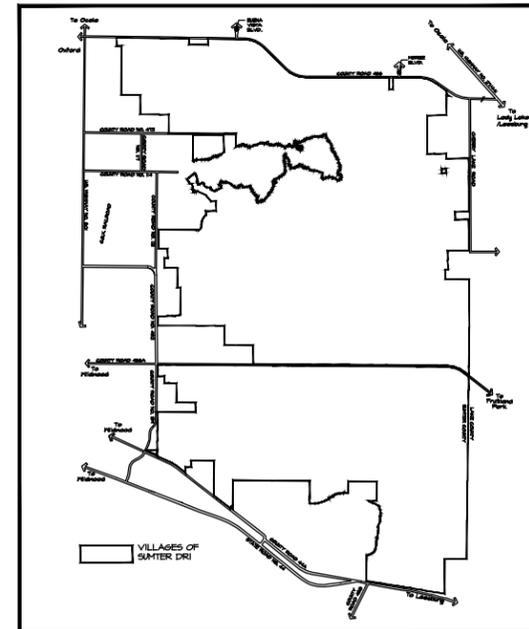


Job number:	
File name:	MAP H
Date:	05-27-10
Drawn by:	KMK
Checked by:	SRV
Revisions:	

MAP H

Amended Villages of Sumter - Phasing Schedule

LAND USE	Phase I 2003-2005	Phase II 2006-2008	Phase III 2009-2011	Phase IV 2012-2014	Total
RESIDENTIAL (du's)	5,674	9,750	11,379	7,026	33,829
RETAIL SERVICE (gsf) (TOWN CENTER & VILLAGE CENTERS)	375,000	275,000	750,000	332,775	1,732,775
OFFICE (gsf)	35,000	120,000	200,000	62,110	417,110
HOTEL (rooms)	0	120	0	80	200
ATTRACTION / RECREATION					
THEATER (screens)	8				8
REGIONAL RECREATION CENTERS (ea.)	1	2	2	1	6
BOAT SLIPS :					
BOAT SLIPS - LAKE SUMTER	16				16
BOAT SLIPS - LAKE DEATON			8		8
GOLF COURSES (holes)	135	126	117	18	396
EDUCATIONAL/ INSTITUTIONAL	185,000	205,000	75,286		465,286



Villages of Sumter - Land Use Allocation

LAND USE	VILLAGES OF SUMTER DRI APPROVED				VILLAGES OF SUMTER DRI FIFTH AMENDMENT PROPOSED CHANGES				VILLAGES OF SUMTER DRI AFTER FIFTH AMENDMENT					
	ACREAGE	UNITS	NON-RESIDENTIAL GROSS SQUARE FEET	OTHER	ACREAGE	UNITS	NON-RESIDENTIAL GROSS SQUARE FEET	OTHER	ACREAGE	UNITS	NON-RESIDENTIAL GROSS SQUARE FEET	OTHER	NET DENSITY AMENDED VOS	PERCENT TOTAL ACRES AMENDED VOS
RESIDENTIAL	6,527	32,200			-14	1,629			6,513	33,829			5	48.2
RETAIL SERVICE (TOWN CENTER & VILLAGE CENTERS)	541		1,876,350		-14		-143,575		527		1,732,775			3.9
OFFICE	20		417,110				0		20		417,110			0.14
HOTEL ROOMS	20			200	0			0	20			200		0.14
HOSPITAL BEDS	0				0			0	0			0		0.0
ATTRACTION / RECREATION														
CONVENTION/PERFORMING ARTS CENTER	15		40,000		-15		-40,000		0		0			0.0
THEATER	5			8	0			0	5			8		0.03
REGIONAL RECREATION CENTERS	65			6	2			0	67			6		0.49
BOAT SLIPS :														
BOAT SLIPS - LAKE SUMTER				16				0				16		
BOAT SLIPS - LAKE DEATON				8				0				8		
CLUBHOUSES / VILLAGE REC. CENTERS	148				15				163					1.2
GOLF COURSES HOLES	2,992			396	0			0	2,992			396		22.2
EDUCATIONAL / INSTITUTIONAL	77		465,286		0		0		77		465,286			0.6
FACILITIES & SERVICES	37				0			0	37					0.3
FIRE STATION / EMS	3			1	0			0	3			1		
WASTE WATER TREATMENT FACILITY	18			2	0			0	18			2		
WATER WELL SITES	2			4	0				2			4		
RADIO TOWER	14				0				14					
CONSERVATION (WILDLIFE / PRESERVATION & MANAGEMENT AREAS)	154				35				189					1.4
WETLANDS	811				0				811					6.0
LAKES	336				0				336					2.5
ROADS	563				-3				560					4.2
PARKS / OPEN SPACE/ BUFFERS	297				0				297					2.2
STORMWATER	876				0				876					6.5
TOTAL	13,483	32,200	2,798,746		6	1,627	-183,575		13,489	33,829	2,615,171			100

NOTE: ACREAGES SHOWN ARE ROUNDED TO THE NEAREST WHOLE NUMBER AND SUBJECT TO CHANGE BASED ON SURVEY AND ENGINEERING. ACREAGE FOR OFFICE USE IS EXCLUSIVE OF MIXED USE AREAS.

VILLAGES OF SUMTER DRI
FIFTH AMENDMENT TO THE
SECOND AMENDED AND
RESTATED DEVELOPMENT
ORDER

AUGUST, 2010

MASTER
DEVELOPMENT
PLAN



1020 Lake Sumter Landing
The Villages, Florida 32162



1038 Lake Sumter Landing The Villages, FL 32162
Tel No. (352)753-4747 Fax No. (352)753-1296
Certificate of Authorization Number: 27495

Job number:
File name: MAP H-1
Date: 05-27-10
Drawn by: KMK
Checked by: SRV
Revisions:

MAP H-1

EXHIBIT C

**REVISED LEGAL DESCRIPTION
OF THE
VILLAGES OF SUMTER DRI**

**REVISED LEGAL DESCRIPTION OF
THE VILLAGES OF SUMTER DEVELOPMENT
REGIONAL IMPACT**

SECTION 13, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE SOUTH 1/2 OF THE SOUTHWEST 1/4 OF SECTION 13, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA; LESS THE WEST 272.25 FEET OF THE NORTH 850.00 FEET THEREOF AND LESS THE RIGHT-OF-WAY FOR C.R. 466; AND

THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SAID SECTION 13 LYING SOUTH OF C.R. 466;
AND

A PORTION OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 13, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, DESCRIBED AS FOLLOWS: BEGIN AT THE SOUTHEAST CORNER OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 13, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, THENCE PROCEED N88°57'36" EAST ALONG THE SOUTH LINE OF SECTION 13, A DISTANCE OF 170.90 FEET, THEN NORTH 54°00'17" WEST, PARALLEL WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF COUNTY ROAD 466, A DISTANCE OF 211.18 FEET TO THE EAST LINE OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 13, THENCE SOUTH 00°00'25" WEST ALONG SAID EAST LINE A DISTANCE OF 127.22 FEET TO THE POINT OF BEGINNING; AND

SECTION 14, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE SOUTH 1/4 OF SAID SECTION 14 LYING SOUTH OF C.R. 466; AND

SECTION 15, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THAT PART OF THE SOUTH 1/2 OF THE NORTHWEST 1/4 LYING SOUTH OF COUNTY ROAD 466; THE SOUTHWEST 1/4, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466; THAT PART OF THE SOUTHEAST 1/4 LYING SOUTH OF COUNTY ROAD 466; AND

EXHIBIT "C"

SECTION 16, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 16, TOWNSHIP 18 SOUTH, RANGE 23 EAST, LYING SOUTH OF THE RIGHT-OF-WAY FOR C.R. 466; LESS THE FOLLOWING DESCRIBED PROPERTY:

BEGIN AT THE INTERSECTION OF THE WEST LINE OF THE EAST 1/2 OF THE SOUTHEAST 1/4 OF THE NORTHWEST 1/4 OF THE OF SECTION 16, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, WITH THE SOUTH RIGHT-OF-WAY OF COUNTY ROAD 466 SAID RIGHT-OF-WAY BEING 50 FEET FROM THE CENTERLINE THEREOF) AND RUN S00°34'19"W ALONG WEST LINE 410.00 FEET; THENCE S89°11'15"E PARALLEL WITH SAID RIGHT-OF-WAY A DISTANCE OF 1319.43 FEET TO THE EAST LINE OF THE SAID WEST 1/2 OF THE SOUTHWEST 1/4 OF THE NORTHEAST 1/4; THENCE N00°31'04"E ALONG SAID EAST LINE 410.00 FEET TO THE SOUTH RIGHT-OF-WAY OF COUNTY ROAD 466; THENCE N89°11'15"W ALONG SAID RIGHT-OF-WAY 1319.04 FEET TO THE POINT OF BEGINNING; AND

SECTION 17, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE SOUTH 3/4 OF THE EAST 1/2 OF SAID SECTION 17; LESS RIGHT-OF-WAY FOR COUNTY ROAD 466; AND

THE EAST 348.23 FEET OF BLOCKS H AND I, IN THE TOWN OF OXFORD AND THE EAST 348.23 FEET OF THAT PART OF MAIN STREET LYING BETWEEN THE ABOVE DESCRIBED BLOCKS, ALL IN THE TOWN OF OXFORD, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 1, PAGES 32 AND 33, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; AND

LESS ANY PORTION THEREOF LYING WITHIN THE FOLLOWING DESCRIBED TRACT: BEGIN AT THE SOUTHEAST CORNER OF SAID BLOCK "I"; THENCE N89°23'30"W, ALONG THE SOUTH LINE OF BLOCKS "I" AND "F", 640.00 FEET TO THE EAST LINE OF THE WEST 210.00 FEET OF THE EAST 274.80 FEET OF SAID BLOCK "F"; THENCE DEPARTING SAID SOUTH LINE OF BLOCK "F", N00°24'09"E ALONG SAID EAST LINE, 180.00 FEET; THENCE S89°23'30"E, 291.77 FEET; THENCE S81°07'56"E, 104.41 FEET; THENCE S89°23'30"E, 244.96 FEET TO THE EAST LINE OF BLOCK "I"; THENCE S00°24'09"W, 165.00 FEET TO THE POINT OF BEGINNING; ALSO, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466; AND

SECTION 20, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 20; AND

SECTION 21, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE NORTH 1/2 OF SAID SECTION 21, LESS RIGHT-OF-WAY FOR C.R. 472; ALSO LESS THE WEST 1/2 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 ; AND

GOVERNMENT LOT 1, LESS THE EAST 750.00 FEET, ALL OF GOVERNMENT LOT 2, AND THE EAST 330.00 FEET OF GOVERNMENT LOT 3, LESS RIGHT OF WAY FOR COUNTY ROAD 472, ALL IN SECTION 21, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA; AND

SECTION 22, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF FRACTIONAL SECTION; AND

SECTION 23, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF FRACTIONAL SECTION; AND

SECTION 24, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE NORTHWEST 1/4 OF THE NORTHEAST 1/4; THE SOUTH 3/4 OF THE SOUTHEAST 1/4 OF THE SOUTHEAST 1/4; THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4, LESS THE SOUTH 296.00 FEET OF THE EAST 296.00 FEET THEREOF; THE WEST 1/2 OF SAID SECTION 24; AND

SECTION 25, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 25, TOWNSHIP 18 SOUTH, RANGE 23 EAST, LESS THE NORTH 540 FEET OF THE EAST 965 FEET OF THE SOUTHEAST 1/4 THEREOF AND LESS THE EAST 25 FEET THEREOF FOR COUNTY ROAD; AND

SECTION 26, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF FRACTIONAL SECTION 26; AND

SECTION 27, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF FRACTIONAL SECTION 27; AND

SECTION 28, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

GOVERNMENT LOT 1 AND THE SOUTH 1/4 OF FRACTIONAL SECTION 28, LESS RIGHT-OF-WAY FOR COUNTY ROAD 121 ALONG THE WEST SIDE THEREOF; AND

THAT PORTION OF THE NORTH 1/2 OF THE SOUTH 1/2 OF SECTION 28 LYING EASTERLY OF AND ADJOINING THE FOLLOWING DESCRIBED LINE:

COMMENCE AT THE SOUTHEAST CORNER OF LOT 88, THE FAIRWAYS AT ROLLING HILLS, FIRST ADDITION, AS RECORDED IN PLAT BOOK 4, PAGES 126 AND 126-A, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE ALONG THE SOUTH LINE OF AFORESAID NORTH 1/2 OF SOUTH 1/2, RUN N89°57'01"E, 70.00 FEET TO THE POINT OF BEGINNING; THENCE N46°03'58"E, 185.55 FEET; THENCE N07°00'05"E, 90.00 FEET TO THE SOUTHEASTERLY CORNER OF LOT 87 OF AFORESAID PLAT OF THE FAIRWAYS AT ROLLING HILLS, FIRST ADDITION; THENCE ALONG SAID PLATTED BOUNDARY WITH THE FOLLOWING COURSES: N07°00'05"E, 122.81 FEET; THENCE N09°52'33"E, 212.94 FEET; THENCE N12°06'54"E, 94.30 FEET; THENCE N19°58'25"E, 95.90 FEET; THENCE N22°49'24"E, 100.04 FEET; THENCE N36°40'10"E, 92.46 FEET TO THE MOST EASTERLY CORNER OF LOT 81 OF THE FAIRWAYS AT ROLLING HILLS, FIRST ADDITION; THENCE DEPARTING SAID PLATTED BOUNDARY, RUN N47°44'56"E, 170.00 FEET; THENCE N00°04'19"W, 310.00 FEET TO THE NORTH LINE OF AFORESAID NORTH 1/2 OF SECTION 28 TO END OF DESCRIPTION LINE, LESS THAT PORTION LYING WITHIN THE NORTH TEN (10) FEET OF THE NORTHWEST 1/4 OF THE SOUTHEAST 1/4 OF AFORESAID SECTION 28; AND

THOSE PORTIONS OF GOVERNMENT LOTS 2 AND 3 OF SECTION 28, TOWNSHIP 18 SOUTH, RANGE 23 EAST, DESCRIBED AS FOLLOWS:

FROM THE SOUTHEAST CORNER OF GOVERNMENT LOT 2 (ALSO REFERRED TO AS THE SOUTHEAST CORNER OF THE WEST 1/2 OF THE NORTHEAST 1/4 OF SAID SECTION 28); THENCE N00°00'52"W ALONG THE EAST LINE THEREOF 661.98 FEET TO THE NORTHEAST CORNER OF THOSE LANDS DESCRIBED AS PARCEL 2 IN OFFICIAL RECORDS BOOK 397, PAGE 152, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, AND THE POINT OF BEGINNING; FROM SAID POINT OF BEGINNING RUN ALONG THE BOUNDARY OF THOSE LANDS DESCRIBED AS PARCEL 2 IN SAID OFFICIAL RECORDS BOOK 397, PAGE 152, THE FOLLOWING (5) FIVE COURSES: (1) THENCE S89°55'20"W FOR 375.24 FEET; (2) THENCE N38°08'20"W FOR 522.75 FEET; (3) THENCE N64°39'00"W FOR 653.77 FEET; (4) THENCE S89°55'40"W FOR 137.86 FEET; (5) THENCE S00°04'20"E FOR

EXHIBIT "C"

100.00 FEET TO THE NORTH RIGHT-OF-WAY LINE OF COUNTY ROAD 122 AS DESCRIBED IN OFFICIAL RECORDS BOOK 84, PAGE 690, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE S89°55'40"W ALONG SAID NORTH RIGHT-OF-WAY LINE 160.00 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF EAGLE LANE AS RECORDED IN OFFICIAL RECORDS BOOK 132, PAGE 549, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE RUN ALONG THE EASTERLY AND NORTHEASTERLY RIGHT-OF-WAY LINE THE NEXT (2) TWO COURSES, (1) N14°15'00"W FOR 207.74 FEET (2) N52°34'00"W FOR 16.40 FEET TO THE SOUTHWEST CORNER OF LOT 82, ROLLING HILL MANOR (AN UNRECORDED SUBDIVISION) AS DESCRIBED IN OFFICIAL RECORDS BOOK 275, PAGE 472, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE N79°10'00"E ALONG THE SOUTH BOUNDARY OF SAID LOT 82 FOR 61.27 FEET; THENCE N05°32'35"W ALONG THE EAST BOUNDARY OF SAID LOT 82 FOR 146.48 FEET; THENCE S79°10'00"W ALONG THE NORTH BOUNDARY OF SAID LOT 82 FOR 19.88 FEET; THENCE DEPARTING SAID NORTH LINE N06°31'14"W FOR 50.14 FEET TO THE SOUTHEAST CORNER OF LOT 81 OF SAID ROLLING HILLS MANOR AS RECORDED IN OFFICIAL RECORDS BOOK 150, PAGE 371, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE N12°30'00"W ALONG THE EAST LINE OF SAID LOT 81 TO A POINT OF INTERSECTION WITH THE SOUTHERLY WATERS OF A CANAL, SAID POINT HEREINAFTER KNOWN AS POINT "A" AND THE POINT OF TERMINUS OF THIS LINE; THENCE FROM THE ABOVE DESCRIBED POINT OF BEGINNING; RUN N00°00'52"W ALONG THE EAST LINE OF SAID GOVERNMENT LOT 2 ALSO BEING THE EAST LINE OF THE WEST 1/2, OF THE NORTHEAST 1/4 OF SAID SECTION 28 FOR 1425.00 FEET, MORE OR LESS TO THE SOUTHERN WATERS OF LAKE MIONA; THENCE WESTERLY, NORTHWESTERLY, AND SOUTHWESTERLY ALONG THE WATERS OF SAID LAKE MIONA AND A SOUTHWESTERLY EXTENSION THEREOF TO THE INTERSECTION WITH THE NORTHEASTERLY EXTENSION OF THE NORTHWESTERLY LINE OF LOT 6, OF SAID ROLLING HILLS MANOR AS DESCRIBED IN OFFICIAL RECORDS BOOK 144, PAGE 45, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, AND THE SOUTHWESTERLY WATERS OF A CANAL; THENCE SOUTHEASTERLY ALONG SAID WATERS AND A SOUTHEASTERLY EXTENSION THEREOF TO AN INTERSECTION WITH THE NORTHERLY EXTENSION OF WEST LINE OF SAID LOT 81, AND THE SOUTHERLY WATERS OF A CANAL; THENCE EASTERLY ALONG SAID WATERS TO THE ABOVE DESCRIBED POINT A TO CLOSE; AND

EXHIBIT "C"

SECTION 33, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

COMMENCE AT THE NW CORNER OF SECTION 33, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, AND PROCEED SOUTH 900 FEET, EAST 210 FEET, SOUTH 210 FEET, EAST 210 FEET FOR THE POINT OF BEGINNING, CONTINUE EAST 480 FEET, NORTH 420 FEET, EAST 420', NORTH 690 FEET, WEST 690 FEET, MORE OR LESS TO BROWN'S LOT, SOUTH 630 FEET, WEST 210 FEET, SOUTH APPROXIMATELY 480 FEET TO THE POINT OF BEGINNING; AND

THE EAST 3/4 OF THE NORTH 1/2; THE SOUTHEAST 1/4; THE EAST 1092.00 FEET OF THE SOUTHWEST 1/4 OF SAID SECTION 33 AND THAT PORTION OF THE SOUTH 775.00 FEET OF THE SOUTHWEST 1/4 OF SECTION 33 LYING SOUTH OF AN EXISTING IMPROVED ROAD, LESS THE EAST 1092.00 FEET THEREOF AND LESS RIGHT-OF-WAY FOR C.R. 462; AND

BEGIN AT THE SOUTHEAST CORNER OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4, SECTION 33, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA; THENCE NORTH ALONG THE EAST LINE OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 33 A DISTANCE OF 630 FEET; THENCE WEST 420 FEET; THENCE SOUTH 420 FEET; THENCE WEST 568.5 FEET MORE OR LESS TO A POINT 336 FEET EAST OF THE WEST LINE OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 33; THENCE SOUTH ALONG A LINE PARALLEL WITH AND 336 FEET EAST OF SAID WEST LINE 210 FEET TO THE SOUTH LINE OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 33; THENCE EAST ALONG SAID SOUTH LINE 988.5 FEET MORE OR LESS TO THE POINT OF BEGINNING; AND

SECTION 34, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 34; AND

SECTION 35, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 35; AND

SECTION 36, TOWNSHIP 18 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 36, TOWNSHIP 18 SOUTH, RANGE 23 EAST, LESS THE NORTH 1/2 OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 THEREOF, ALSO LESS THE FOLLOWING DESCRIBED TRACT OF LAND: BEGIN 16.95 FEET SOUTH OF THE NORTHEAST CORNER OF THE SECTION, RUN THENCE SOUTH 89°35'30"

WEST 1464.00 FEET; THENCE SOUTH 00°52'00" WEST 643.25 FEET; THENCE SOUTH 00°54'40" EAST 665.55 FEET TO THE SOUTH LINE OF THE NORTH 1/2 OF THE NORTHEAST 1/4, THENCE EAST ALONG SAID SOUTH LINE TO THE EAST LINE OF THE SECTION, THENCE NORTH ALONG SAID EAST LINE TO THE POINT OF BEGINNING, AND ALSO LESS THE RIGHT-OF-WAY FOR COUNTY ROAD, IF ANY.

SECTION 1, TOWNSHIP 19 SOUTH, RANGE 23, EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 1, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466A; AND

SECTION 2, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 2, LESS RIGHT-OF-WAY FOR COUNTY ROAD 466A; AND

SECTION 3, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THAT PART OF THE NORTH 1/2 OF THE EAST 3/4 OF SECTION 3, LYING NORTH OF COUNTY ROAD 466-A; AND

THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SECTION 3, TOWNSHIP 19 SOUTH, RANGE 23 EAST; AND

THE SOUTH 1/2 OF SAID SECTION 3; LESS RIGHT-OF-WAY FOR C.R. 466A; AND

SECTION 4, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE EAST 1/2 OF THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 4, TOWNSHIP 19 SOUTH, RANGE 23 EAST; AND

THE SOUTHEAST 1/4 AND THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 4; LESS RIGHT-OF-WAY FOR C.R. 466A;

THE N1/2 OF THE SW 1/4, LESS R/W ON N SIDE FOR CR 466-A AND LESS R/W ON WEST SIDE FOR CR 139 AND LESS S 15 FT OF W 789 FT OF N1/2 OF SW1/4; AND LESS: THE

EXHIBIT "C"

NORTH 466.70 FEET OF THE SOUTH 481.70 FEET OF WEST 490.70 FEET OF NORTH 1/2 OF SAID SW 1/4; AND LESS THE FOLLOWING DESCRIBED LAND:

FROM THE NORTHWEST CORNER OF THE SOUTHWEST 1/4 OF SAID SECTION 4 RUN S00°22'17"W, ALONG THE WEST LINE OF THE SOUTHWEST 1/4 OF SAID SECTION 4 A DISTANCE OF 50.00 FEET TO THE SOUTH RIGHT OF WAY OF COUNTY ROAD 466A AND THE POINT OF BEGINNING; THENCE DEPARTING SAID WEST LINE S89°30'00"E, ALONG SAID RIGHT OF WAY A DISTANCE OF 2208.01 FEET; THENCE DEPARTING SAID RIGHT OF WAY, S00°29'59"W, 294.99 FEET; THENCE S11°45'51"W, 115.75 FEET; THENCE S03°11'42"E, 88.78 FEET; THENCE S20°58'27"E, 62.51 FEET; THENCE S26°51'45"E, 59.88 FEET; THENCE S39°43'42"E, 51.33 FEET; THENCE S72°01'33"W, 298.77 FEET TO A POINT ON THE ARC OF A CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 3,572.15 FEET AND A CHORD BEARING AND DISTANCE OF S21°25'12"E, 351.44 FEET; THENCE SOUTHERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 05°38'21", A DISTANCE OF 351.58 FEET TO THE POINT OF COMPOUND CURVATURE OF A CURVE CONCAVE NORTHWESTERLY AND HAVING A RADIUS OF 40.00 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 122°10'41", A DISTANCE OF 85.30 FEET TO THE POINT OF REVERSE CURVATURE OF A CURVE CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 171.00 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 98°54'59", A DISTANCE OF 295.22 FEET TO A POINT ON THE SOUTH LINE OF THE NORTH 1/2 OF SAID SOUTHWEST 1/4; THENCE N89°32'24"W, ALONG SAID SOUTH LINE A DISTANCE OF 249.33 FEET TO A POINT ON THE ARC OF A NON-TANGENT CURVE CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 170.00 FEET AND A CHORD BEARING AND DISTANCE OF N26°31'56"W, 303.33 FEET TO WHICH A RADIAL LINE BEARS S53°23'12"E; THENCE NORTHWESTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 126°17'27", AN ARC DISTANCE OF 374.71 FEET TO THE POINT OF TANGENCY; THENCE N89°40'39"W, 166.79 FEET; THENCE S00°19'21"W, 269.89 FEET TO A POINT ON THE SOUTH LINE OF THE NORTH 1/2 OF SAID SOUTHWEST 1/4; THENCE N89°32'24"W, ALONG SAID SOUTH LINE A DISTANCE OF 521.40 FEET TO A POINT ON THE EAST LINE OF THE WEST 789.00 FEET OF SAID SOUTHWEST 1/4; THENCE DEPARTING SAID SOUTH LINE N00°22'17"E, ALONG SAID EAST LINE A DISTANCE OF 15.00 FEET TO A POINT ON THE NORTH LINE OF THE SOUTH 15.00 FEET OF THE WEST 789.00 FEET OF SAID NORTH 1/2 OF THE SOUTHWEST 1/4; THENCE DEPARTING SAID EAST LINE N89°32'24"W, ALONG SAID NORTH LINE A DISTANCE OF 298.30 FEET TO A POINT ON THE EAST LINE OF WEST 490.70 FEET OF SAID NORTH 1/2 OF THE SOUTHWEST 1/4; THENCE DEPARTING SAID NORTH LINE N00°22'17"E, ALONG SAID EAST LINE A DISTANCE OF 466.70 FEET TO A POINT ON THE NORTH LINE OF THE SOUTH 481.70 FEET OF SAID NORTH 1/2 OF THE SOUTHWEST 1/4; THENCE DEPARTING SAID EAST LINE N89°32'24"W, ALONG SAID NORTH LINE A DISTANCE OF 490.70 FEET TO A POINT ON SAID WEST LINE THE SOUTHWEST 1/4;

EXHIBIT "C"

THENCE DEPARTING SAID NORTH LINE N00°22'17"E, ALONG SAID WEST LINE A DISTANCE OF 794.16 FEET TO THE POINT OF BEGINNING; AND

SECTION 9, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE EAST 1/2 OF SECTION 9, LESS THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4; THE SOUTH 3/4 OF THE NORTHWEST 1/4; THE WEST 1/2 OF THE SOUTHWEST 1/4, LYING NORTH OF COUNTY ROAD NO. 44A; THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4; THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SOUTHWEST 1/4 LYING NORTH OF COUNTY ROAD 44A; AND

BEGIN AT THE NORTHWEST CORNER OF THE EAST 1/2 OF THE SOUTHEAST 1/4 OF THE SOUTHWEST 1/4; THENCE RUN SOUTH 440.00 FEET, EAST 396.00 FEET, NORTH 440.00 FEET, WEST 396.00 FEET TO THE POINT OF BEGINNING; AND

SECTION 10, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 10; AND

SECTION 11, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 11; AND

SECTION 12, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 12; AND

SECTION 13, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

ALL OF SECTION 13; AND

SECTION 14, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE WEST 1/2 OF THE NORTHWEST 1/4; THE NORTHEAST 1/4 OF THE NORTHWEST 1/4; THE EAST 1/2 OF THE SOUTHEAST 1/4; THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4; THE EAST 1/2 OF THE NORTHEAST 1/4 OF THE NORTHEAST 1/4; AND

EXHIBIT "C"

SECTION 16, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 LYING EAST OF THE RAILROAD RIGHT-OF-WAY, THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 LYING NORTH AND EAST OF THE RAILROAD RIGHT-OF-WAY, LESS TERMINAL LANDS; LESS ANY PORTIONS THEREOF LYING WITHIN THE RIGHT-OF-WAY FOR COUNTY ROAD 44-A; AND

SECTION 23, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THAT PART OF THE EAST 1/2 OF THE NORTHEAST 1/4 OF SECTION 23, TOWNSHIP 19 SOUTH, RANGE 23 EAST, IN SUMTER COUNTY, FLORIDA, LYING NORTH OF THE NORTHERLY RIGHT-OF-WAY LINE OF THE CSX RAILROAD; AND

SECTION 24, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA:

THAT PART OF THE WEST 3/4 OF SAID SECTION 24 LYING NORTH OF THE RAILROAD RIGHT-OF-WAY; AND THAT PORTION OF THE FORMER C.S.X. RAILROAD RIGHT-OF-WAY LYING SECTIONS 23 AND 24, TOWNSHIP 19 SOUTH, RANGE 23 EAST, BOUNDED ON THE WEST BY THE WEST LINE OF THE EAST 1/4 OF SAID SECTION 23 AND BOUNDED ON THE EAST BY THE EAST LINE OF THE WEST 3/4 OF SAID SECTION 24, LESS RIGHT OF WAY FOR STATE ROAD 44.

LESS ANY PORTIONS OF SAID SECTIONS 8 AND 9, TOWNSHIP 19 SOUTH, RANGE 23 EAST, LYING WITH THE FOLLOWING DESCRIBED LANDS:

THAT LAND LYING IN SECTIONS 8 AND 9, TOWNSHIP 19 SOUTH, RANGE 23 EAST, SUMTER COUNTY, FLORIDA, DESCRIBED AS FOLLOWS:

FROM THE NORTHEAST CORNER OF THE SOUTH 1/2 OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 8 RUN N89°25'10"W, ALONG THE NORTH LINE THEREOF A DISTANCE OF 661.60 FEET TO THE NORTHWEST CORNER OF THE EAST 1/2 OF THE SOUTH 1/2 OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 8 AND THE WESTERLY BOUNDARY OF THE LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 1054, PAGE 164, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA; THENCE ALONG SAID WESTERLY BOUNDARY THE FOLLOWING COURSES: S00°27'52"W, 4.79 FEET; THENCE S38°40'24"W, 35.13 FEET; THENCE S69°50'11"W, 1.95 FEET, MORE OR LESS, TO THE NORTHEASTERLY RIGHT-OF-WAY OF C-44A AS RECORDED IN MAP BOOK 4, PAGE 117, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA, HEREAFTER REFERRED TO AS POINT "A"; THENCE RETURN TO THE POINT

EXHIBIT "C"

OF BEGINNING AND RUN ALONG THE BOUNDARY OF THE LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 2133, PAGE 557, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA THE FOLLOWING COURSES: N00°29'25"E, ALONG THE WEST LINE OF SAID SECTION 9 A DISTANCE OF 663.13 FEET; THENCE CONTINUE ALONG SAID WEST LINE, N00°27'24"E, 1,404.51 FEET TO THE EASTERLY RIGHT-OF-WAY OF CR-139 AS DESCRIBED IN OFFICIAL RECORDS BOOK 2136, PAGE 408, PUBLIC RECORDS OF SUMTER COUNTY, FLORIDA AND A POINT ON THE ARC OF A CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 1,579.55 FEET AND A CHORD BEARING AND DISTANCE OF N07°28'27"E, 409.27 FEET; THENCE DEPARTING SAID WEST LINE, NORTHERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 14°53'15", A DISTANCE OF 410.42 FEET; THENCE N00°27'24"E, 193.66 FEET TO THE NORTH LINE OF THE SOUTH 3/4 OF THE NORTHWEST 1/4 OF SAID SECTION 9; THENCE ALONG SAID NORTH LINE, S89°35'22"E, 20.00 FEET; THENCE DEPARTING SAID NORTH LINE, S00°27'24"W, 193.60 FEET TO A POINT ON THE ARC OF A CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 1,599.55 FEET AND A CHORD BEARING AND DISTANCE OF S05°21'49"W, 297.20 FEET; THENCE SOUTHERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 10°39'40", A DISTANCE OF 297.63 FEET; THENCE S00°25'07"W, 1,511.83 FEET; THENCE S00°57'59"W, 1,031.09 FEET, MORE OR LESS, TO SAID NORTHEASTERLY RIGHT-OF-WAY OF C-44A; THENCE ALONG SAID NORTHEASTERLY RIGHT-OF-WAY 795.00 FEET MORE OR LESS TO POINT "A" AND TO CLOSE.

EXHIBIT D

SUBSTANTIAL DEVIATION CHART

SUBSTANTIAL DEVIATION DETERMINATION CHART

The Villages of Sumter –5th NOPC to 2nd Substantial Deviation

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE + DATE
Attraction/Recreation	# Parking spaces	No Change		
	# Spectators	No Change		
	# Seats	No Change		
	Site locational changes	No Change		
	Acreage, including drainage, ROW, easements etc.	No Change		
	#External vehicle trips	No Change		
	D.O. conditions	No Change		
	ADA representations	No Change		
	Airports	Runway (length)	Not Applicable	
	Runway (strength)			
	Terminal (gross square feet)			
	# Parking spaces			
	# Gates			
	Apron area (gross square feet)			
	Site locational changes			
	Airport acreage, including drainage, ROW, easements, etc.			
	# External vehicle trips			
	D.O. conditions			
	ADA representations			
Hospitals	# Beds	No Change		
	# Parking spaces	No Change		
	Building (gross square feet)	No Change		
	Site locational changes	No Change		
	Acreage, including draining, ROW, easements, etc.	No Change		
	# External vehicle trips	No Change		
	D.O. conditions	No Change		
	ADA representations	No Change		

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE + DATE
Industrial	Acreage, including drainage, ROW, easements, etc.	Not Applicable		
	# Parking spaces			
	Building (gross square feet)			
	# Employees			
	Chemical storage (barrels and lbs.)			
	Site locational changes			
	# External vehicle trips			
	D.O. conditions			
	ADA representations			
Mining Operations	Acreage mined (year)	Not Applicable		
	Water withdrawal (Gal/day)			
	Size of mine (acres), including drainage, ROW, easements, etc.			
	Site locational changes			
	# External vehicle trips			
	D.O. conditions			
	ADA representations			
Office	Acreage, including drainage, ROW, easements, etc.	N/A (Acreage no longer a criterion)		
	Building (gross square feet)	No Change		
	# Parking Spaces	NA		
	# Employees	NA		
	Site locational changes	See Map H		
	# External vehicle trips	No Change		
	D.O. conditions	No Change		
	ADA representations	No Change		

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE + DATE
Petroleum/Chemical Storage	Storage capacity (barrels and/or lbs.)	Not Applicable		
	Distance to navigable waters (feet)			
	Site locational changes			
	Facility acreage, including drainage, ROW, easements, etc.			
	# External vehicle trips			
	D.O. representations			
Ports (Marinas)	# boats, wet storage	Not Applicable		
	# boats, dry storage			
	Dredge and fill (cubic yards)			
	Petroleum storage (gallons)			
	Site locational changes			
	Port acreage, including drainage, ROW, easements, etc.			
	# External vehicle trips			
	D.O. conditions			
	ADA representations			
Residential	# dwelling units	No Change		
	Type of dwelling units	No Change		
	# lots	No Change		
	Acreage, including drainage, ROW, easements, etc.	N/A (Acreage no longer a criterion)		
	Site locational changes	See Map H		
	# External vehicle trips	No Change		
	D.O. conditions	No Change		

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE + DATE
Wholesale, Retail, Service	Acreage, including drainage, ROW, easements, etc.	N/A (Acreage no longer a criterion)		
	Floor space (gross square feet)	No Change		
	Service # parking spaces	No Change		
	# Employees	No Change		
	Site locational changes	See Map H		
	# External vehicle trips	No Change		
	D.O. conditions	No Change		
	ADA representations	No Change		
Hotel/Motel	# Rental units	No Change		
	Floor Space (gross square feet)	No Change		
	# Parking Places	No Change		
	# Employees	No Change		
	Site locational changes	No Change		
	Acreage, including drainage, ROW, easements, etc.	No Change		
	# External vehicle trips	No Change		
	D.O. conditions	No Change		
	ADA representations	No Change		
R.V. Park	Acreage, including drainage, ROW, easements, etc.	Not Applicable		
	# Parking spaces			
	Buildings (gross square feet)			
	# Employees			
	Site locational changes			
	# External vehicle trips			
	D.O. conditions			
	ADA representations			

TYPE OF LAND USE	CHANGE CATEGORY	PROPOSED PLAN	ORIGINAL PLAN	PREVIOUS D.O. CHANGE + DATE
Open Space (all natural and vegetated non-impervious surfaces)	Acreage	No Change		
	Site locational changes	No Change		
	Type of open space	Landscaped urban, golf course		
	D.O. conditions	No Change		
	ADA representations	No Change		
Preservation, Buffer or Special Protection Areas	Acreage	341	307	ADO Sumter County Resolution 9/28/04
	Site locational changes	See Map H		
	Development of site proposed	No Change		
	D.O. conditions	No Change		
	ADA representations	No Change		

NOTE: If a response is to be more than one sentence, attach a detailed description of each proposed change and copies of the proposed modified site plan drawings. The Bureau may request additional information for the developer or his agent.

EXHIBIT E

EXISTING LAND USE CONVERSION MATRIX

TABLE 2
LAND USE TRADE-OFF MATRIX – AREA 2
FROM C.R. 466A SOUTH
EQUIVALENT P.M. PEAK HOUR EXTERNAL TRIPS

Land Use		Residential (D.U.)	Retail sq.ft.	Office sq. ft.	Hotel Room
VILLAGES OF SUMTER (South of CR 466A):					
Residential	1 d.u. is equivalent to	1.000	80	103	0.971
Retail (Area 2)	1,000 sq. ft. is equivalent to	12.551	1,000	1,291	12.193
Office Area 2)	1,000 sq. ft. is equivalent to	9.721	774	1,000	9.443
Hotel (Area 2)	1 room is equivalent to	1.029	82	106	1.000

Note: Medical Office conversion factors will be developed after the magnitude of the south medical complex is better known. This conversion table will then be modified through the NOPC process prior to any use of the medical office conversion factor.

TABLE 3
VILLAGES OF SUMTER SUBSTANTIAL DEVIATION
P.M. PEAK HOUR TRIPS – BY AREA

Land Use	Cumulative No. of Units at Buildout	External Trips
Residential (Area 1)	21,425	2,922
Residential (Area 2)	10,775	1,470
Total Residential	32,200	4,392
Retail (Area 1 – CR 466 to CR 466A)	2,275,200	3,510
Retail (Area 2 – CR 466A South)	944,800	1,613
Total Retail	3,220,000	5,123
Office (Area 1 – CR 466 to CR 466A)	186,500	281
Office (Area 2 – CR 466A South)	113,500	150
Total Office	300,000	431
Hotel (Area 1 – CR 466 to CR 466A)	200	28
Hotel (Area 2 – CR 466A South)	200	28
Total Hotel	400	56

EXHIBIT F

**LETTER REPORT PREPARED BY
KIMLEY-HORN AND ASSOCIATES
AND THE PROPOSED
LAND USE CONVERSION MATRIX**



Kimley-Horn
and Associates, Inc.

May 13, 2010

■
1725 Hermitage Blvd.
Tallahassee, Florida
32308

Mr. Marty Dzuro
Grant & Dzuro
990 Old Mill Run
The Villages, Florida 32162

Subject: Villages of Sumter Development of Regional Impact
Notice of Proposed Change

Dear Marty:

Enclosed with this letter are updated land use conversion matrices (Tables 1 and 2) for future use in The Villages of Sumter Development of Regional Impact. The matrices have been updated to include three additional land uses: congregate care facility, assisted living, and nursing home. A congregate care facility is also known as an independent living facility (ILF), assisting living is also known as an assisted living facility (ALF), and skilled nursing is also known as a skilled nursing facility (SNF). The matrices were also updated with trip rates (Table 3) from the latest buildout analysis of The Villages of Sumter, which was the 3rd Substantial Deviation in 2008, and any subsequent conversions. As agreed to previously, the matrices take into account the different concentrations of land use in different areas of the development with trip rates specific to each area - north of CR 466A and south of CR 466A. The conversion matrices are based on external trip rates for each land use in each area, such that any conversion would be trip neutral with respect to external roadways. The conversion limits agreed upon in the current Development Order remain unchanged.

Below is an example calculation using the matrices to help understand their application.

*If one would like to develop 260 beds of assisting living north of CR 466A, one would need to reduce the commercial square footage by 17,160 to remain trip neutral (using the Area 1 matrix one bed of assisted living is equal to 66 square feet of retail, $260 * 66 = 17,160$). The conversion would result in equivalent external roadway impacts based on the most recent buildout analysis for The Villages.*

■
TEL 850 553 3500
FAX 850 309 0055



Kimley-Horn
and Associates, Inc.

Mr. Marty Dzuro, May 13, 2010, Page 2

If you have any questions regarding this table or additional calculations, please feel free to contact me.

Very truly yours,

KIMLEY-HORN AND ASSOCIATES, INC.

A handwritten signature in black ink that reads "Richard R. Barr".

Richard R. Barr, AICP
Senior Vice President

Enclosures

RRB/brs

K:\TAL_TPTO\040380 - Villages\002-022 - Vill. of Sumter\2159 - NOPC No. 5\Correspondence\DzuroM100513.doc

TABLE 1
LAND USE TRADE-OFF MATRIX - AREA 1
FROM C.R. 466 TO C.R. 466A
EQUIVALENT P.M. PEAK HOUR EXTERNAL TRIPS

Land Use		Residential D.U.	Retail (Area 1) sq. ft.	Office (Area 1) sq. ft.	Hotel (Area 1) Room	Congregate Care (ILF) D.U.	Assisted Living (ALF) Bed	Nursing Home (SNF) Bed
VILLAGES OF SUMTER (CR 466 to CR 466A):								
Residential	1 d.u. is equivalent to	1.000	88	116	0.533	2.000	1.333	1.333
Retail (Area 1)	1,000 sq. ft. is equivalent to	11.375	1,000	1,319	6.067	22.750	15.167	15.167
Office (Area 1)	1,000 sq. ft. is equivalent to	8.625	758	1,000	4.600	17.250	11.500	11.500
Hotel (Area 1)	1 room is equivalent to	1.875	165	217	1.000	3.750	2.500	2.500
Congregate Care Facility (ILF)	1 d.u. is equivalent to	0.500	44	58	0.267	1.000	0.667	0.667
Assisted Living (ALF)	1 bed is equivalent to	0.750	66	87	0.400	1.500	1.000	1.000
Nursing Home (SNF)	1 bed is equivalent to	0.750	66	87	0.400	1.500	1.000	1.000

TABLE 2
LAND USE TRADE-OFF MATRIX - AREA 2
FROM C.R. 466A SOUTH
EQUIVALENT P.M. PEAK HOUR EXTERNAL TRIPS

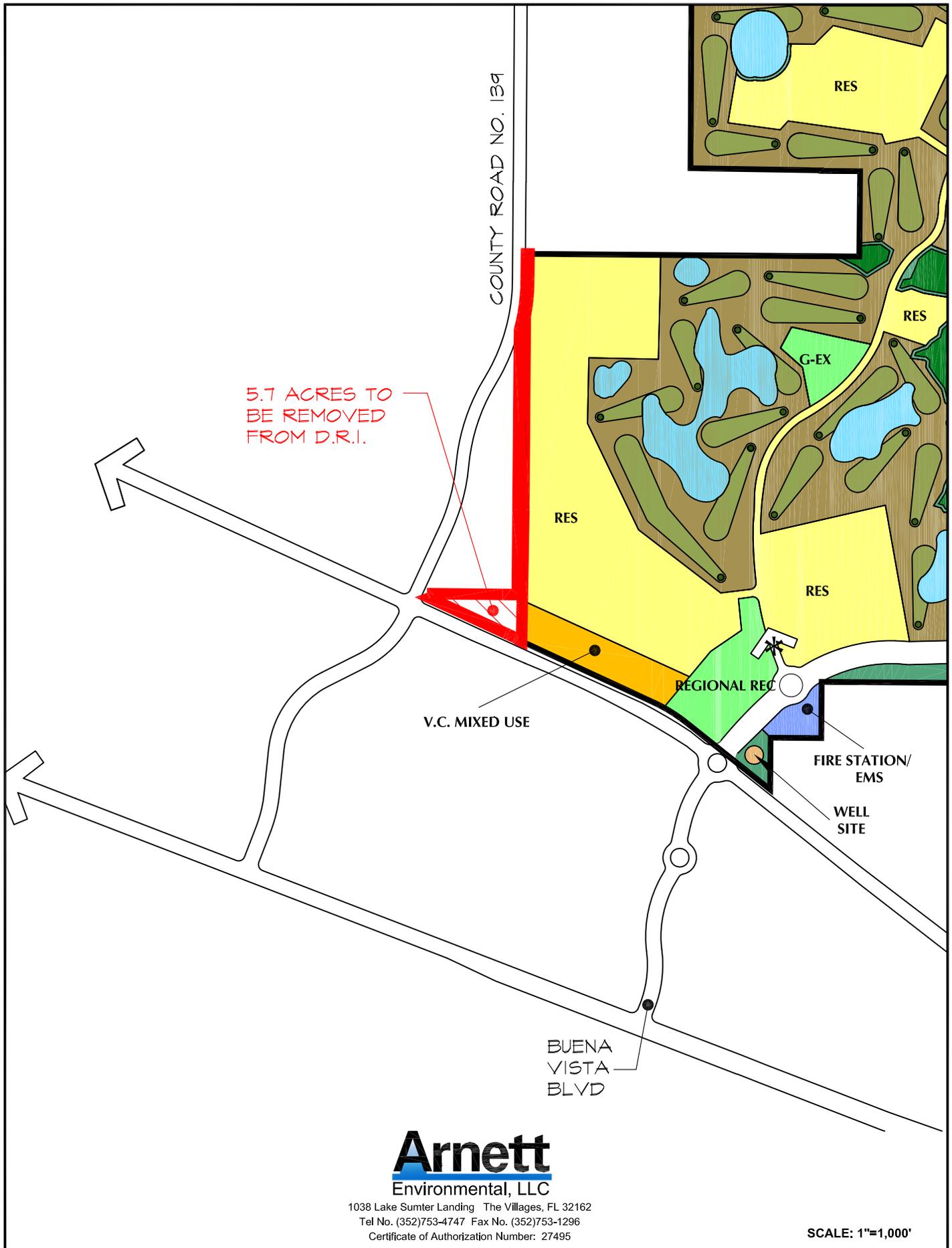
Land Use		Residential D.U.	Retail (Area 2) sq. ft.	Office (Area 2) sq. ft.	Hotel (Area 2) Room	Congregate Care (ILF) D.U.	Assisted Living (ALF) Bed	Nursing Home (SNF) Bed
VILLAGES OF SUMTER (From CR 466A South):								
Residential	1 d.u. is equivalent to	1.000	101	131	0.533	2.000	1.333	1.333
Retail (Area 2)	1,000 sq. ft. is equivalent to	9.875	1,000	1,295	5.267	19.750	13.167	13.167
Office (Area 2)	1,000 sq. ft. is equivalent to	7.625	772	1,000	4.067	15.250	10.167	10.167
Hotel (Area 2)	1 room is equivalent to	1.875	190	246	1.000	3.750	2.500	2.500
Congregate Care Facility (ILF)	1 d.u. is equivalent to	0.500	51	66	0.267	1.000	0.667	0.667
Assisted Living (ALF)	1 bed is equivalent to	0.750	76	98	0.400	1.500	1.000	1.000
Nursing Home (SNF)	1 bed is equivalent to	0.750	76	98	0.400	1.500	1.000	1.000

**TABLE 3
VILLAGES OF SUMTER
P.M. PEAK HOUR TRIPS - BY AREA**

Land Use	Cumulative No. of Units at Buildout	External Trips
Residential (Area 1)	23,054	1,790
Residential (Area 2)	10,775	835
Total Residential	33,829	2,625
Retail (Area 1 - CR 466 to CR 466A)	1,852,433	1,686
Retail (Area 2 - CR 466A South)	2,368,600	1,868
Total Retail	4,221,033	3,554
Office (Area 1 - CR 466 to CR 466A)	240,622	166
Office (Area 2 - CR 466A South)	295,888	181
Total Office	536,510	347
Hotel (Area 1 - CR 466 to CR 466A)	120	18
Hotel (Area 2 - CR 466A South)	280	41
Total Hotel	400	59

EXHIBIT G

**MAP OF PARCEL
TO BE REMOVED FROM
VILLAGES OF SUMTER DRI**



Arnett
Environmental, LLC

1038 Lake Sumter Landing The Villages, FL 32162
Tel No. (352)753-4747 Fax No. (352)753-1296
Certificate of Authorization Number: 27495

SCALE: 1"=1,000'

Cornelius, Brad

From: Joe P. Quinn [Joe.Quinn@swfwmd.state.fl.us]
Sent: Tuesday, October 26, 2010 4:56 PM
To: jgarcia@wrpc.cc
Cc: Cornelius, Brad; marty.dzuro@thevillages.com; vicki.suber@thevillages.com
Subject: The Villages of Sumter DRI - Water Demand

Jason – The following is provided in response to Mr. Martin Dzuro’s letter of October 20, 2010, regarding District comments on the most recent Notice of Proposed Change (NOPC) for The Villages of Sumter Development of Regional Impact. As you will recall, the District noted that additional water demands which could result from conversion of Commercial to Residential uses should be considered as part of The Villages’ long-range water supply planning and permitting processes. Projected demands for water supply or other utility needs related to the proposed conversion were not provided in the NOPC. Mr. Dzuro’s letter seeks to provide assurance that additional water demands which could result from the proposed conversion of land uses will be adequately addressed.

Several factors were cited by Mr. Dzuro in providing reasonable assurances of water supply availability. These factors include extensive conservation practices that have been implemented throughout the development, declining trends in per dwelling unit water demand and the availability of additional water quantities under the existing Water Use Permit. The District is in general agreement with the noted factors and is of the opinion that they, in combination, should sufficiently address the water demands of the proposed land use conversion proposed by the NOPC. The District will continue to work with The Villages’ staff to address additional conservation, reuse and/or permitting needs and requirements as they arise due to continued development of the project.

Should you have any questions regarding this matter, please do not hesitate to contact me. - Joe

Joseph P. Quinn, AICP
Staff Planner
Southwest Florida Water Management District
2379 Broad Street
Brooksville, Florida 34609-6899
352-796-7211 or 800-423-1476, ext. 4421
352-754-6749 (fax)
joe.quinn@watermatters.org

IMPORTANT NOTICE: All E-mail sent to or from this address are public record and arc

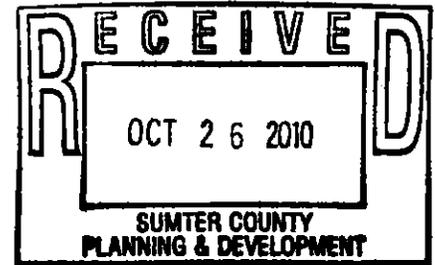
11/15/2010

Grant & Dzuro

ENGINEERS SURVEYORS LAND PLANNERS

October 20, 2010

Mr. Joseph P. Quinn, AICP
Staff Planner
Southwest Florida Water Management District
2379 Broad Street
Brooksville, FL 34604-6899



Subject: Villages of Sumter Development of Regional Impact
5th Amended and Restated Development Order
Response to Agency Comments on Notice of Proposed Change

Dear Mr. Quinn:

We are in receipt of a copy of a letter dated October 1, 2010, sent by you to Mr. Jason Garcia at the Withlacoochee Regional Planning Council. The letter discusses the potential water use impact associated with the conversion of 143,575 square feet of commercial space to 1,629 residential units. We are aware that the conversion factor is driven by transportation impacts, but all of the potential impacts, including water use, were considered prior to the conversion. The following information discusses the reasonable assurance that the additional water demand that may be created by the conversion of land use has been adequately addressed.

Water Demand

As mentioned in your letter and based on the assumptions contained therein, the estimated additional water use would be 170,227 gallons per day (gpd). Based on the revised total number of residential homes projected for the Villages of Sumter DRI, this equates to approximately 5 gpd/home. The presumed water demand per home in your letter is stated as 118.6 gpd/home. However, the actual permitted quantity, based on historical data at The Villages, is 114 gpd/home. Based on this difference alone (4.6 gpd/home), the estimated additional water use is adequately addressed. It is also important to note that more recent data from the newer portions of the DRI, show that the use per home is less than the 114 gpd/home that was permitted. This reduction is based on conservation programs employed within the development and continued improvement in water use efficiency of fixtures and appliances. For these reasons, we are confident that the currently permitted water quantities will be adequate to serve the additional homes that are proposed.

Conservation Program

As you are aware The Villages has an extensive conservation program that is constantly being evaluated and updated as necessary to ensure that water use remains within the quantities permitted by SWFWMD. Elements of the program include, but are not limited to:

- Community-wide education program
- Utilization of water conserving rate structures
- Water conserving fixtures and appliances in residential and commercial development
- Extensive development and use of alternative water supplies (reclaimed water, storm water, lower Floridan ground water)

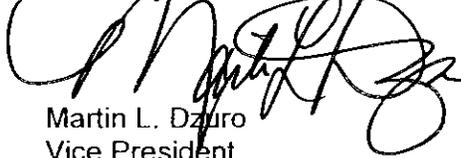


- Conversion of turf to Empire Zoysia for residential and commercial development
- Use of Florida Friendly landscaping
- Residential irrigation systems that utilize ET-based controllers (Hunter Solar Sync)
- Common area and large commercial irrigation systems that utilize computer controlled irrigation with input from weather stations, flow sensors, and rain sensors

Through the use of these programs and others, the developer is confident that the currently permitted quantities are adequate to serve the water demand of the additional homes. In the event that additional conservation measures are needed, programs are available that could potentially increase conservation. SWFWMD offers assistance with these programs through their Utility Outreach Program. Examples of types of programs that could be employed include, but are not limited to, adjustments to rate structures, leak detection programs, rebate and retrofit programs, and landscape and irrigation evaluations.

Based on the discussion above, The Villages of Lake-Sumter, Inc. does not anticipate that the conversion of commercial square feet to residential units will require any modifications to the existing water use permit. We trust that this information is adequate to address the issue associated with potential changes to water use demand associated with conversion of 143,575 square feet of commercial space to 1,629 residential units over the Villages of Sumter DRI area. We would request that you provide a letter to Mr. Jason Garcia indicating that SWFWMD is satisfied with the reasonable assurance that has been provided. Should you have any questions or need any additional information, please do not hesitate to contact me.

Sincerely,



Martin L. Dzuro
Vice President
Grant & Dzuro

cc: Jason Garcia / WRPC
Brad Cornelius, Planning Mgr. / Sumter County

Grant & Dzuro

ENGINEERS SURVEYORS LAND PLANNERS

October 15, 2010

Jason J. Garcia
Principal Planner/DRI Review Coordinator
Withlacoochee Regional Planning Council
1241 S.W. 10th Street
Ocala, Florida 34471



Re: Villages of Sumter Development of Regional Impact
NOPC Review Comments
5th Amended and Restated Development Order
September 2010

Dear Mr. Garcia:

Regarding your comment on proposed change 2 on page 4 in your letter to Brad Cornelius, Planning Manager, Sumter County, Florida, dated October 12, 2010, please accept this letter as The Villages response.

The 40,000 s.f. of entitlements from Convention/Performing Arts Land Use category is not being transferred to Clubhouse/Village Recreation Center Land Use category, only the 15 acres. The Convention/Performing Arts Center will not be built in the Villages of Sumter DRI. The Developer does not need the 40,000 s.f. entitlement and that has been removed from the Master Plan Map H-1. The transfer of acreage only will not create additional impacts.

Sincerely,

Martin L. Dzuro
Vice President

cc: Brad Cornelius, Sumter County Planning



MICHAEL R. MOEHLMAN
EXECUTIVE DIRECTOR

1241 S.W. 10th Street
OCALA, FLORIDA 34471-0323

Telephone 352-732-1315
FAX 352-732-1319
email: mailbox@wrpc.cc
http://www.wrpc.cc



OFFICERS

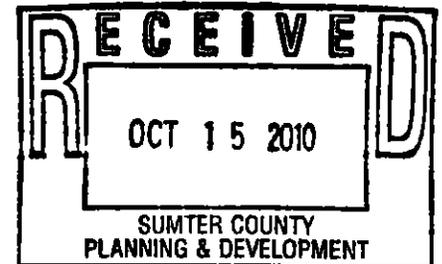
RONALD ALLEN
CHAIR

JOSEPH JOHNSTON, III
VICE - CHAIR

BARBARA FITOS
SECRETARY

October 12, 2010

Mr. Brad Cornelius, AICP
Planning Manager
Sumter County Division of Plg. and Mgmt.
7375 Powell Road
Wildwood, Florida 34785



RE: Villages of Sumter Development of Regional Impact (September 2010)
Notice of Proposed Change Review Comments
(5th Amendment to the 2nd Amended and Restated Development Order)

Dear Brad:

The Withlacoochee Regional Planning Council (WRPC) has reviewed the pending Notice of Proposed Change (NOPC) to the Development Order for the Villages of Sumter Development of Regional Impact. Based on statutes identified in Chapter 380.06 (19) F.S. the proposed amendments to the Villages of Sumter Development Order do not appear to be consistent with the finding of a substantial deviation.

WRPC staff has included comments below pertaining to the proposed changes:

- Proposed change 2 on Page 4 the Developer indicates the transfer of 40,000 SF of entitlements from the Convention/Performing Arts land use category to the Clubhouse/Village Recreation Center land use category which we find noteworthy. For example, are trip generation figures or utility uses between the land use categories equivalent to one another?
- WRPC staff has no other comments regarding the various other proposed changes in this NOPC.

Mr. Cornelius, AICP
October 12, 2010
Page 2

Additional review agencies' comments are included as attachments to this letter. WRPC does not intend to participate in the public hearing for the determination of substantial deviation, but will appear if requested. Please contact me at jgarcia@wrpc.cc or at extension 229 if you have any questions regarding this NOPC review.

Sincerely,



Jason J. Garcia
Principal Planner

Attachments: Review agency comments

xc: D. Ray Eubanks, DCA
William Gulbrandsen, Sumter County
Sandi McKamey, Belleview
Vince Ruano, Bushnell
Richard Barr, Kimley-Horn
Barbara Davis, Turnpike
Fred Milch, ECFRPC
Mary Ann Poole, FFWCC
Martin Dzuro, Grant & Dzuro
Carol Stricklin, Lake County

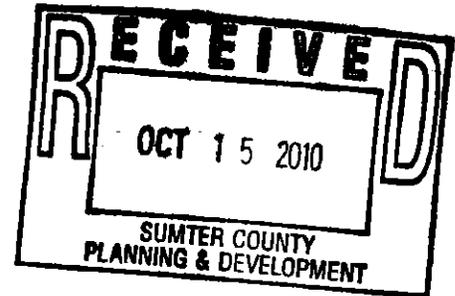
Jon Weiss, FDOT-D5
Christopher Rison, Marion County
William Vance, Lady Lake
Joseph Quinn, SWFWMD
T.J. Fish, LSMPO
Sally Mann, DEP
Morris Farber, Coleman
Ralph Bowers, Fruitland Park
Jason McHugh, Wildwood



Marion County
Board of County Commissioners

Growth Management ♦ Planning

2710 E. Silver Springs Blvd.
Ocala, FL 34470
Phone: 352-438-2600
Fax: 352-438-2601



October 12, 2010

Jason J. Garcia, Principal Planner
Withlacoochee Regional Planning Council
1241 SW 10th Street, Ocala, FL 34471-0323

RE: Villages of Sumter Development of Regional Impact (VoS DRI)
Fifth Notice of Proposed Change (5th NOPC) to the
Second Amended and Restated Development Order (2nd ARDO)
September 2010

Dear Jason:

This letter serves as Marion County's review and response concerning the Villages of Sumter DRI's 5th NOPC to the 2nd ARDO. The NOPC proposes:

1. Amend the existing Land Use Conversion Matrix to "match" the Land Use Conversion Matrix change previously approved for the Village of Marion FQD in Marion County.
2. Delete the Convention/Performing Arts Center land use. The site previously identified for such a facility will be changed to Clubhouse/Village Recreation Center.
3. Remove ± 5.72 acres from the DRI at the southwest corner of the DRI along the north side of CR Hwy 44-A, with ± 4 acres of the acres to be added to the Villages of Wildwood DRI, and the remaining ± 1.7 acres being R/W belonging to the City of Wildwood.
4. Add ± 12 acres of land, previously railroad R/W, to the DRI at the southeast corner of the DRI along SR Hwy 44. The former railroad R/W was acquired by the Developer after being abandoned by the railroad; of the acreage ± 3 acres will be Wildlife Corridor, ± 7 acres will be Village Center Mixed Use, and ± 2 acres will be Regional Recreation Center uses.
5. Amend the VoS DRI Master Plan Map "H" to reflect the above changes and other adjustments:
 - a. Add the ± 12 acres of abandoned railroad R/W with the identified land uses at the southeast corner of the DRI along SR Hwy 44.
 - b. Reconfigure the Village Center Mixed Use and Residential Land uses in the southeast corner of the DRI along SR Hwy 44, and add the Wildlife Corridor created pursuant to mitigation requirements with SWFWMD ERP #43023491.066; adding the Wildlife Corridor use increases Conservation Land Use by ± 32 acres replacing ± 14 acres of Residential and ± 18 acres of Retail Service land use.
 - c. Remove the ± 5.72 acres from the DRI along CR Hwy 44-A with a corresponding decrease in its corresponding land uses.
 - d. Change the Village Center Retail, Service, and Office Land Use on the south side of CR Hwy 466 in the northeast corner of the DRI to Village Center Mixed Use.
 - e. Change the Village Center Retail, Service, and Office Land Use on the south side of CR Hwy 466-A and east of CR Hwy 139 to Village Center Mixed Use.

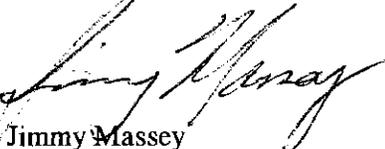
"Meeting Needs by Exceeding Expectations"

- f. Add the improved traffic round-about at the CR Hwy 44-A and Buena Vista Boulevard intersection.
- g. Remove the Convention/Performing Arts Center Land Use.
- h. Revise and Amend the Land Use Allocation Table to reflect a land use exchange initiated in conformance with the currently approved Exchange Matrix by the Notification Letter Dated 5/5/2010 to cover 14,500 SF Retail to 1,629 DUs Residential.

The NOPC does not propose any increases in development entitlements (e.g., dwelling units, non-residential uses, etc.). Given this information, Marion County has no comments, recommendations, or objections concerning the proposed NOPC.

If you have any further questions in relation to this matter, please contact Christopher Rison, Senior Planner, AICP, at (352) 438-2600, or you may contact him via email at Christopher.Rison@marioncountyfl.org.

Respectfully,



Jimmy Massey
Growth Management Director

cr/jm

cc: Ray Eubanks, DCA
Brad Cornelius, Sumter County
NOPC File

Emily Howard, DCA
Martin Dzuro, The Villages
OCF



Florida Department of Transportation

CHARLIE CRIST
GOVERNOR

133 S. Semoran Boulevard
Orlando, Florida 32807

STEPHANIE C. KOPELOUSOS
SECRETARY

September 29, 2010

Mr. Michael R. Moehlman
Withlacoochee Regional Planning Council
1241 S.W. 10th Street
Ocala, Florida 34471-0323

SUBJECT: The Villages of Sumter DRI
REPORT NAME: 5th Amendment to the 2nd Amended and Restated Development Order
REPORT DATE: August 31, 2010
JURISDICTION: Sumter County

Dear Mr. Moehlman:

The Florida Department of Transportation (FDOT) has completed its review of the Notice of Proposed Change for the Villages of Sumter DRI (5th Amendment to the 2nd Amended and Restated Development Order). Consistent with the requirements outlined in Florida Statutes, Subsection 380.06 (19), The Villages of Sumter submittal satisfies the requirements of a proposed change to a previously approved DRI. The proposed change and corresponding comments can be found below.

Proposed Changes

- **Proposed Change 1** – The Land Use Conversion Matrix was revised to add in conversion factors for Skilled Nursing Facilities, Assisted Living Facilities, and Independent Living Facilities land uses.

FDOT Response – The proposed conversion matrix provides an equivalent trip rate to allow the conversion of entitlements to other uses. This will not increase the impacts, and therefore, the FDOT has no comment.

- **Proposed Change 2** – The applicant has proposed to delete the Convention/Performing Arts Land Use from the DRI. Previously, 40,000 SF was approved for this land use. In addition, the applicant has proposed a change in designation of the subject acreage from Convention/Performing Arts to Clubhouses/Villages Recreation Center.

FDOT Response – The deletion of the Performing Arts Land Use will not create any additional impacts and Map H-1 has been revised accordingly.

- **Proposed Change 3** – The applicant has proposed to delete 5.72 acres from the Villages of Sumter DRI and transfer this acreage to the Villages of Wildwood DRI. The 5.72 acres is currently designated as Village Center Mixed Use.

FDOT Response – The deletion of the 5.72 acres will not result in a change in offsite impacts as the Villages of Sumter DRI and the Villages of Wildwood DRI are cumulatively reviewed for transportation purposes in accordance with the 163 Agreement..

- **Proposed Change 4** – The applicant has proposed to add approximately 12 acres of railroad right of way within the Villages of Sumter DRI.

FDOT Response – The proposed addition of acreage will not result in additional offsite transportation impacts or create any changes to the development entitlements.

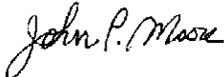
- **Proposed Change 5** – The applicant proposes various changes to Map H and H-1. Furthermore, the applicant proposes to amend the Land Use Allocation Table to reflect changes made to the retail and residential development plan.

FDOT Response – The proposed revisions to Map H-1 and H-1 reflect the appropriate map changes to reflect proposed NOPC changes 1-4 (listed above). The applicant also requested a change to the Land Use Allocation Table based on a “Developers Letter of Notification” dated May 5, 2010. The change to the Land Use Allocation table is consistent with the conversion matrix.

Based on the proposed changes outlined above, the 5th Amendment to the 2nd Amended and Restated Development Order will not result in additional impacts or any new development entitlements. Therefore, the FDOT has “no comment” on the Notification of Proposed Change for the Villages of Sumter DRI.

We appreciate the opportunity to participate in this review process and if you have any questions, please contact me at your earliest convenience at (407) 482-7882 or email at john.moore@dot.state.fl.us.

Sincerely,



John Moore
Systems Planner

cc: Jason J. Garcia, WRPC
Bruce Day, WRPC
Pamela Richmond, LSMPO
Jon Weiss, FDOT
Rob Magee, FDOT
Brad Cornelius, Sumter County



An Equal Opportunity Employer

Southwest Florida Water Management District

2379 Broad Street, Brooksville, Florida 34604-6899
(352) 796-7211 or 1-800-423-1476 (FL only)
TDD only: 1-800-231-6103 (FL only)
On the Internet at WaterMatters.org

Bartow Service Office
170 Century Boulevard
Bartow, Florida 33830-7700
(863) 534-1448 or
1-800-492-7862 (FL only)

Sarasota Service Office
6750 Fruitville Road
Sarasota, Florida 34240-9711
(941) 377-3722 or
1-800-320-3503 (FL only)

Tampa Service Office
7601 Highway 301 North
Tampa, Florida 33637-6759
(813) 985-7481 or
1-800-836-0797 (FL only)

Ronald E. Oakley
Chair, Pasco

Hugh M. Gramling
Vice Chair, Hillsborough

H. Paul Sanft, Jr.
Secretary, Polk

Douglas B. Tharp
Treasurer, Sumter

Nell Combee
Former Chair, Polk

Todd Pressman
Former Chair, Pinellas

Judith C. Whitehead
Former Chair, Hernando

Jeffrey M. Adams
Pinellas

Carlos Beruff
Manatee

Bryan K. Beswick
DeSoto

Jennifer E. Closshey
Hillsborough

Albert G. Joerger
Sarasota

Maritza Rovira-Forino
Hillsborough

David L. Moore
Executive Director

William S. Bilenky
General Counsel

October 1, 2010

Jason Garcia
Principal Planner
Withlacoochee Regional Planning Council
1241 S.W. 10th Street
Ocala, Florida 34474-2798

Subject: The Villages of Sumter Development of Regional Impact
Agency Comments on Notice of Proposed Change

Dear Mr. Garcia:

The staff of the Southwest Florida Water Management District has completed its review of the Notice of Proposed Change for The Villages of Sumter Development of Regional Impact and offers the following comments on the information provided.

The NOPC materials indicate that retail service uses are proposed to be reduced by 143,575 square feet and converted to 1,629 residential units in accordance with the allowances provided by the Land Use Conversion Matrix. This matrix provides for the trade out of proposed land uses within the DRI based on a consideration of transportation impact equivalencies. It does not, however, consider changes in potable water demands that may be associated with the proposed changes in land use. For instance, the 143,575 square feet of retail service uses would have a projected potable water demand of 22,972 gallons per day based on an estimated usage rate of 0.16 gallons per square foot of retail service uses. Conversely, the proposed 1,629 residential units would have a projected potable water demand of 193,199 gallons per day based on an estimated usage rate of 118.6 gallons per day per residential unit.

The applicant should provide reasonable assurance that the additional water demands to be created by the proposed conversion of land uses is adequately addressed. These assurances should address the availability of additional potable water sources to meet the projected demands, including any potential Water Use Permit modifications that may be required. For information on WUP modifications and requirements, please contact Paul Williams, P.G., Water Use Regulation Manager, in the District's Brooksville Regulation Office at 352-796-7211, extension 4393.

Jason Garcia
October 1, 2010
Page 2

In addition to identification of available sources, proposed conservation measures to be utilized in reducing water demand generated by the proposed land use conversion should be noted. The District provides significant technical assistance to utilities on conservation matters. For further information on applicable residential and utility conservation practices, please contact Brent White, Water Conservation Analyst, in the District's Conservation and Utility Outreach Section at 352-796-7211, extension 4214.

The District appreciates the opportunity to comment on this project as part of the Development of Regional Impact process. If I can be of further assistance, please contact me at 352-796-7211, extension 4421.

Sincerely,

A handwritten signature in black ink, appearing to read 'JP Quinn', with a horizontal line extending to the right.

Joseph P. Quinn, AICP
Staff Planner

cc: Paul Williams, REG-BRO
Brent White, PRJ
Cara Martin, SWFWMD, CLA