



February 11, 2009

Mr. Matt Noble, Principal Planner
Division of Planning
Lee County Department of Community Development
P.O. Box 398
Fort Myers, FL 33902-0398

RECEIVED
FEB 13 2009

COMMUNITY DEVELOPMENT

RE: Babcock Ranch Community (CPA2006-08)

Dear Mr. Noble:

On behalf of the applicant, Babcock Property Holdings, LLC, we have prepared the attached codified application for the Babcock Ranch Community Comprehensive Plan Amendment (CPA2006-08). The codified application package consists of the following elements:

1. An updated Lee County Application for a Comprehensive Plan Amendment form documenting the applicant, owner of record, the owner's agents, the summary of requests and related information in support of this case.
2. Updated authorization forms for the applicant, the owner of record and the owner's agents.
3. The requested text amendment to Lee Plan Policy 36.1.1, which includes the list of road improvements anticipated to support development of the Babcock Ranch Community in Charlotte County through 2030.
4. The requested map amendment to Lee Plan Map 3A. (Note: For the requested map amendment, we have included the Lee County Department of Transportation memorandum, dated February 3, 2009, which documents the required amendments to Map 3A to support the Babcock Ranch Community in Charlotte County.)
5. The Memorandum of Understanding between the applicant and the Lee County Board of County Commissioners, which was adopted by the BOCC and executed on September 23, 2008.

We appreciate staff's support and guidance through the sufficiency review and look forward to continuing this collaborative relationship through the public hearing, transmittal and adoption process.

Please contact me if you have questions. Thank you for your consideration.

Sincerely,
JOHNSON ENGINEERING

Joseph W. Grubbs, Ph.D., AICP
Principal Planner

cc: Steve Webb, Kitson Babcock, LLC
Erica Chutkan, Esq., Kitson Babcock, LLC
Russell Schropp, Henderson, Franklin, Starnes & Holt, P.A.
Mark Gillis, David Plummer & Associates
Stephen Leung, David Plummer & Associates



Lee County Board of County Commissioners
Department of Community Development
Division of Planning
Post Office Box 398
Fort Myers, FL 33902-0398
Telephone: (239) 479-8585
FAX: (239) 479-8519

APPLICATION FOR A
COMPREHENSIVE PLAN AMENDMENT

(To be completed at time of intake)

RECEIVED
FEB 13 2009

DATE REC'D

REC'D BY:

APPLICATION FEE

TIDEMARK NO:

COMMUNITY DEVELOPMENT

THE FOLLOWING VERIFIED:

Zoning

Commissioner District

Designation on FLUM

(To be completed by Planning Staff)

Plan Amendment Cycle: [X] Normal [] Small Scale [] DRI [] Emergency

Request No: CPA2006-08

APPLICANT PLEASE NOTE:

Answer all questions completely and accurately. Please print or type responses. If additional space is needed, number and attach additional sheets. The total number of sheets in your application is:

Submit 6 copies of the complete application and amendment support documentation, including maps, to the Lee County Division of Planning. Up to 90 additional copies will be required for Local Planning Agency, Board of County Commissioners hearings and the Department of Community Affairs' packages. Staff will notify the applicant prior to each hearing or mail out.

I, the undersigned owner or authorized representative, hereby submit this application and the attached amendment support documentation. The information and documents provided are complete and accurate to the best of my knowledge.

2/12/09

DATE

[Handwritten Signature]

SIGNATURE OF OWNER OR AUTHORIZED REPRESENTATIVE

I. APPLICANT/AGENT/OWNER INFORMATION

Babcock Property Holdings, LLC, a Delaware Limited Liability Company

APPLICANT

17837 Murdock Circle

ADDRESS

Port Charlotte

FL

33948

CITY

STATE

ZIP

(941) 235-6900

(941) 235-6919

TELEPHONE NUMBER

FAX NUMBER

Johnson Engineering, Inc., Joseph W. Grubbs, Ph.D., AICP*

AGENT*

2122 Johnson Street

ADDRESS

Fort Myers

FL

33901

CITY

STATE

ZIP

(239) 334-0046

(239) 334-3661

TELEPHONE NUMBER

FAX NUMBER

Babcock Property Holdings, LLC, a Delaware Limited Liability Company

OWNER(S) OF RECORD

17837 Murdock Circle

ADDRESS

Port Charlotte

FL

33948

CITY

STATE

ZIP

(941) 235-6900

(941) 235-6919

TELEPHONE NUMBER

FAX NUMBER

Name, address and qualification of additional planners, architects, engineers, environmental consultants, and other professionals providing information contained in this application.

* This will be the person contacted for all business relative to the application.

David Plummer & Associates, Inc.
Mark Gillis
2271 McGregor Boulevard, Suite 200
Fort Myers, FL 33901
(239) 332-2617

Henderson, Franklin, Starnes & Holt, PA
Russell Schropp, Esq.
1715 Monroe Street
Fort Myers, FL 33901
(239) 334-1100

II. REQUESTED CHANGE (Please see Item 1 for Fee Schedule)

A. TYPE: (Check appropriate type)

Text Amendment

Future Land Use Map Series Amendment
(Maps 1 thru 21)

List Number(s) of Map(s) to be amended
Map 3A (See attached memo from LCDOT)

1. Future Land Use Map amendments require the submittal of a complete list, map, and two sets of mailing labels of all property owners and their mailing addresses, for all property within 500 feet of the perimeter of the subject parcel. The list and mailing labels may be obtained from the Property Appraisers office. The map must reference by number or other symbol the names of the surrounding property owners list. The applicant is responsible for the accuracy of the list and map.

At least 15 days before the Local Planning Agency (LPA) hearing, the applicant will be responsible for posting signs on the subject property, supplied by the Division of Planning, indicating the action requested, the date of the LPA hearing, and the case number. An affidavit of compliance with the posting requirements must be submitted to the Division of Planning prior to the LPA hearing. The signs must be maintained until after the final Board adoption hearing when a final decision is rendered.

B. SUMMARY OF REQUEST (Brief explanation):

Amend the Transportation Element and the Future Land Use Map series to accommodate the development of the Babcock Ranch Community in Charlotte County. The requested amendments are as follows:

Text Amendment: Policy 36.1.1 (See attached requested amendment language)

Map Amendment: Map 3A (See attached memo from LCDOT, dated February 3, 2009)

**III. PROPERTY SIZE AND LOCATION OF AFFECTED PROPERTY
(for amendments affecting development potential of property)**

A. Property Location:

1. Site Address: NA

2. STRAP(s): NA

B. Property Information

Total Acreage of Property: NA
Total Acreage included in Request: NA
Total Uplands: NA
Total Wetlands: NA
Current Zoning: NA
Current Future Land Use Designation: NA
Area of each Existing Future Land Use Category: NA
Existing Land Use: NA

C. State if the subject property is located in one of the following areas and if so how does the proposed change effect the area:

Lehigh Acres Commercial Overlay: NA
Airport Noise Zone 2 or 3: NA
Acquisition Area: NA
Joint Planning Agreement Area (adjoining other jurisdictional lands): NA
Community Redevelopment Area: NA

D. Proposed change for the Subject Property:

NA

E. Potential development of the subject property:

1. Calculation of maximum allowable development under existing FLUM:

Residential Units/Density NA
Commercial intensity NA
Industrial intensity NA

2. Calculation of maximum allowable development under proposed FLUM:

Residential Units/Density NA
Commercial intensity NA
Industrial intensity NA

IV. AMENDMENT SUPPORT DOCUMENTATION

At a minimum, the application shall include the following support data and analysis. These items are based on comprehensive plan amendment submittal requirements of the State of Florida, Department of Community Affairs, and policies contained in the Lee County Comprehensive Plan. Support documentation provided by the applicant will be used by staff as a basis for evaluating this request. To assist in the preparation of amendment packets, the applicant is encouraged to provide all data and analysis electronically. (Please contact the Division of Planning for currently accepted formats) **NA**

A. General Information and Maps

NOTE: For each map submitted, the applicant will be required to provide a reduced map (8.5" x 11") for inclusion in public hearing packets.

The following pertains to all proposed amendments that will affect the development potential of properties (unless otherwise specified).

1. Provide any proposed text changes. **See the Summary of Requests in Section II.B. of this application form.**
2. Provide a current Future Land Use Map at an appropriate scale showing the boundaries of the subject property, surrounding street network, surrounding designated future land uses, and natural resources. **NA**
3. Provide a proposed Future Land Use Map at an appropriate scale showing the boundaries of the subject property, surrounding street network, surrounding designated future land uses, and natural resources. **NA**
4. Map and describe existing land *uses* (not designations) of the subject property and surrounding properties. Description should discuss consistency of current uses with the proposed changes. **NA**
5. Map and describe existing zoning of the subject property and surrounding properties. **NA**
6. The certified legal description(s) and certified sketch of the description for the property subject to the requested change. A metes and bounds legal description must be submitted specifically describing the entire perimeter boundary of the property with accurate bearings and distances for every line. The sketch must be tied to the state plane coordinate system for the Florida West Zone (North America Datum of 1983/1990 Adjustment) with two coordinates, one coordinate being the point of beginning and the other an opposing corner. If the subject property contains wetlands or the proposed amendment includes more than one land use category a metes and bounds legal description, as described above, must be submitted in addition to the perimeter boundary of the property for each wetland or future land use category. **NA**

7. A copy of the deed(s) for the property subject to the requested change.
NA
8. An aerial map showing the subject property and surrounding properties.
NA
9. If applicant is not the owner, a letter from the owner of the property authorizing the applicant to represent the owner.
NA

B. Public Facilities Impacts

NOTE: The applicant must calculate public facilities impacts based on a maximum development scenario (see Part II.H.).

1. Traffic Circulation Analysis

The analysis is intended to determine the effect of the land use change on the Financially Feasible Transportation Plan/Map 3A (20-year horizon) and on the Capital Improvements Element (5-year horizon). Toward that end, an applicant must submit the following information:

Long Range – 20-year Horizon:

- a. Working with Planning Division staff, identify the traffic analysis zone (TAZ) or zones that the subject property is in and the socio-economic data forecasts for that zone or zones;
- b. Determine whether the requested change requires a modification to the socio-economic data forecasts for the host zone or zones. The land uses for the proposed change should be expressed in the same format as the socio-economic forecasts (number of units by type/number of employees by type/etc.);
- c. If no modification of the forecasts is required, then no further analysis for the long range horizon is necessary. If modification is required, make the change and provide to Planning Division staff, for forwarding to DOT staff. DOT staff will rerun the FSUTMS model on the current adopted Financially Feasible Plan network and determine whether network modifications are necessary, based on a review of projected roadway conditions within a 3-mile radius of the site;
- d. If no modifications to the network are required, then no further analysis for the long range horizon is necessary. If modifications are necessary, DOT staff will determine the scope and cost of those modifications and the effect on the financial feasibility of the plan;
- e. An inability to accommodate the necessary modifications within the financially feasible limits of the plan will be a basis for denial of the requested land use change;
- f. If the proposal is based on a specific development plan, then the site plan should indicate how facilities from the current adopted Financially Feasible Plan and/or the Official Trafficways Map will be accommodated.

See Attached Traffic Analysis and Road List

Short Range – 5-year CIP horizon:

- a. Besides the 20-year analysis, for those plan amendment proposals that include a specific and immediated development plan, identify the existing roadways serving the site and within a 3-mile radius (indicate laneage, functional classification, current LOS, and LOS standard);
- b. Identify the major road improvements within the 3-mile study area funded through the construction phase in adopted CIP's (County or Cities) and the State's adopted Five-Year Work Program;
Projected 2020 LOS under proposed designation (calculate anticipated number of trips and distribution on roadway network, and identify resulting changes to the projected LOS);
- c. For the five-year horizon, identify the projected roadway conditions (volumes and levels of service) on the roads within the 3-mile study area with the programmed improvements in place, with and without the proposed development project. A methodology meeting with DOT staff prior to submittal is required to reach agreement on the projection methodology;
- d. Identify the additional improvements needed on the network beyond those programmed in the five-year horizon due to the development proposal.

See Attached Traffic Analysis and Road List

2. Provide an existing and future conditions analysis for:

- a. Sanitary Sewer
- b. Potable Water
- c. Surface Water/Drainage Basins
- d. Parks, Recreation, and Open Space.

NA

Analysis should include (but is not limited to) the following (see the Lee County Concurrency Management Report):

- Franchise Area, Basin, or District in which the property is located;
- Current LOS, and LOS standard of facilities serving the site;
- Projected 2020 LOS under existing designation;
- Projected 2020 LOS under proposed designation;
- Existing infrastructure, if any, in the immediate area with the potential to serve the subject property;
- Improvements/expansions currently programmed in 5 year CIP, 6-10 year CIP, and long range improvements; and
- Anticipated revisions to the Community Facilities and Services Element and/or Capital Improvements Element (state if these revisions are included in this amendment).
- Provide a letter of service availability from the appropriate utility for sanitary sewer and potable water.

NA

In addition to the above analysis for Potable Water:

- Determine the availability of water supply within the franchise area using the current water use allocation (Consumptive Use Permit) based on the annual average daily withdrawal rate.
- Include the current demand and the projected demand under the existing designation, and the projected demand under the proposed designation.
- Include the availability of treatment facilities and transmission lines for reclaimed water for irrigation.
- Include any other water conservation measures that will be applied to the site (see Goal 54).

NA

3. Provide a letter from the appropriate agency determining the adequacy/provision of existing/proposed support facilities, including:
 - a. Fire protection with adequate response times;
 - b. Emergency medical service (EMS) provisions;
 - c. Law enforcement;
 - c. Solid Waste;
 - d. Mass Transit; and
 - e. Schools.

NA

In reference to above, the applicant should supply the responding agency with the information from Section's II and III for their evaluation. This application should include the applicant's correspondence to the responding agency.

C. Environmental Impacts

Provide an overall analysis of the character of the subject property and surrounding properties, and assess the site's suitability for the proposed use upon the following:

1. A map of the Plant Communities as defined by the Florida Land Use Cover and Classification system (FLUCCS).

NA

2. A map and description of the soils found on the property (identify the source of the information).

NA

3. A topographic map depicting the property boundaries and 100-year flood prone areas indicated (as identified by FEMA).

NA

4. A map delineating the property boundaries on the Flood Insurance Rate Map effective August 2008.

NA

5. A map delineating wetlands, aquifer recharge areas, and rare & unique uplands.

NA

6. A table of plant communities by FLUCCS with the potential to contain species (plant and animal) listed by federal, state or local agencies as endangered, threatened or species of special concern. The table must include the listed

species by FLUCCS and the species status (same as FLUCCS map).

NA

D. Impacts on Historic Resources

List all historic resources (including structure, districts, and/or archeologically sensitive areas) and provide an analysis of the proposed change's impact on these resources. The following should be included with the analysis:

1. A map of any historic districts and/or sites, listed on the Florida Master Site File, which are located on the subject property or adjacent properties.

NA

2. A map showing the subject property location on the archeological sensitivity map for Lee County.

NA

E. Internal Consistency with the Lee Plan

1. Discuss how the proposal affects established Lee County population projections, Table 1(b) (Planning Community Year 2020 Allocations), and the total population capacity of the Lee Plan Future Land Use Map.

NA

2. List all goals and objectives of the Lee Plan that are affected by the proposed amendment. This analysis should include an evaluation of all relevant policies under each goal and objective.

NA

3. Describe how the proposal affects adjacent local governments and their comprehensive plans.

NA

4. List State Policy Plan and Regional Policy Plan goals and policies which are relevant to this plan amendment.

NA

F. Additional Requirements for Specific Future Land Use Amendments

1. Requests involving Industrial and/or categories targeted by the Lee Plan as employment centers (to or from)

- a. State whether the site is accessible to arterial roadways, rail lines, and cargo airport terminals,
- b. Provide data and analysis required by Policy 2.4.4,
- c. The affect of the proposed change on county's industrial employment goal specifically policy 7.1.4.

NA

2. Requests moving lands from a Non-Urban Area to a Future Urban Area

- a. Demonstrate why the proposed change does not constitute Urban Sprawl. Indicators of sprawl may include, but are not limited to: low-intensity, low-density, or single-use development; 'leap-frog' type development; radial, strip, isolated or ribbon pattern type development; a failure to protect or conserve natural resources or agricultural land; limited accessibility; the loss of large amounts of functional open space; and the installation of costly and duplicative infrastructure when opportunities for infill and redevelopment exist.

NA

3. Requests involving lands in critical areas for future water supply must be evaluated based on policy 2.4.2.

NA

4. Requests moving lands from Density Reduction/Groundwater Resource must fully address Policy 2.4.3 of the Lee Plan Future Land Use Element.

NA

G. Justify the proposed amendment based upon sound planning principles. Be sure to support all conclusions made in this justification with adequate data and analysis.

NA

Item 1: Fee Schedule

Map Amendment Flat Fee	\$2,000.00 each
Map Amendment > 20 Acres	\$2,000.00 and \$20.00 per 10 acres
Small Scale Amendment (10 acres or less)	\$1,500.00 each
Text Amendment Flat Fee	\$2,500.00 each

AFFIDAVIT

I, THOMAS J. DANAHY certify that I am the owner or authorized representative of the property described herein, and that all answers to the questions in this application and any sketches, data, or other supplementary matter attached to and made a part of this application, are honest and true to the best of my knowledge and belief. I also authorize the staff of Lee County Community Development to enter upon the property during normal working hours for the purpose of investigating and evaluating the request made through this application. (PLEASE contact applicant before entering property).

BABCOCK PROPERTY HOLDINGS, LLC, a Delaware Limited Liability Company

Thomas J. Danahy
Signature of owner or owner-authorized agent

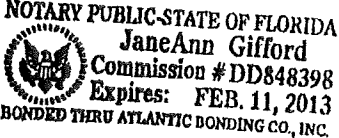
2/12/09
Date

Thomas J. Danahy, President

Typed or printed name

STATE OF FLORIDA)
COUNTY OF LEE)

Sworn to (or affirmed) and subscribed before me this 12th day of February, 2009 by **Thomas J. Danahy, as President of Babcock Property Holdings, LLC, a Delaware limited liability company,** who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

(SEAL) 

JaneAnn Gifford
Signature of notary public

JANE ANN GIFFORD
Printed name of notary public

LETTER OF AUTHORIZATION

TO LEE COUNTY COMMUNITY DEVELOPMENT

The undersigned do hereby swear or affirm that they are the fee simple title holders and owners of record of property commonly known as The Babcock Ranch Community and legally described in Exhibit A attached hereto.

The property described herein is the subject of an application for comprehensive plan amendment. We hereby designate THOMAS J. DANAHY as the legal representative of the property and as such, this individual is authorized to legally bind all owners of the property in the course of seeking the necessary approvals to develop. This authority includes but is not limited to the hiring and authorizing of agents to assist in the preparation of applications, plans, surveys, and studies necessary to obtain zoning and development approval on the site. This representative will remain the only entity to authorize development activity on the property until such time as a new or amended authorization is delivered to Lee County.

[Signature]
Owner/Authorized Representative (signature)

Owner/Authorized Representative (signature)

THOMAS J. DANAHY, as President of Babcock Property Holdings, LLC, a Delaware limited liability company

Printed Name/Title

Printed Name/Title

Owner/Authorized Representative (signature)

Owner/Authorized Representative (signature)

Printed Name/Title

Printed Name/Title

Owner/Authorized Representative (signature)

Owner/Authorized Representative (signature)

Printed Name/Title

Printed Name/Title

STATE OF FLORIDA
COUNTY OF LEE

Sworn to (or affirmed) and subscribed before me this 12th day of February, 2009 by Thomas J. Danahy, as President of Babcock Property Holdings, LLC, a Delaware limited liability company, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

(SEAL) NOTARY PUBLIC-STATE OF FLORIDA
 JaneAnn Gifford
Commission #DD848353
Expires: FEB. 11, 2013
BONDED THRU ATLANTIC BONDING CO., INC.

[Signature]
Notary Public
JANE ANN GIFFORD
(Name typed, printed or stamped)

LETTER OF AUTHORIZATION

TO LEE COUNTY COMMUNITY DEVELOPMENT

The undersigned do hereby swear or affirm that they are the fee simple title holders and owners of record of property commonly known as The Babcock Ranch Community and legally described in Exhibit A attached hereto.

The property described herein is the subject of an application for comprehensive plan amendment. We hereby designate KITSON BABCOCK, LLC as the legal representative of the property and as such, this individual is authorized to legally bind all owners of the property in the course of seeking the necessary approvals to develop. This authority includes but is not limited to the hiring and authorizing of agents to assist in the preparation of applications, plans, surveys, and studies necessary to obtain zoning and development approval on the site. This representative will remain the only entity to authorize development activity on the property until such time as a new or amended authorization is delivered to Lee County.

[Signature]
Owner/Authorized Representative (signature)

THOMAS J. DANAHY, as President of Babcock Property Holdings, LLC, a Delaware limited liability company

Printed Name/Title

Owner/Authorized Representative (signature)

Printed Name/Title

Owner/Authorized Representative (signature)

Printed Name/Title

Owner/Authorized Representative (signature)

Printed Name/Title

STATE OF FLORIDA
COUNTY OF LEE

Sworn to (or affirmed) and subscribed before me this 12th day of February, 2009 by **Thomas J. Danahy, as President of Babcock Property Holdings, LLC, a Delaware limited liability company**, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

NOTARY PUBLIC-STATE OF FLORIDA
JaneAnn Gifford
(SEAL) Commission # DD848398
Expires: FEB. 11, 2013
BONDED THRU ATLANTIC BONDING CO., INC.

[Signature]
Notary Public

JANE ANN GIFFORD
(Name typed, printed or stamped)

LETTER OF AUTHORIZATION

TO LEE COUNTY DEPARTMENT OF COMMUNITY DEVELOPMENT

The undersigned does hereby swear or affirm that it is the authorized representative of the owner(s) of record of property commonly known as The Babcock Ranch Community

The property described herein is the subject of an application for comprehensive plan amendment. As the authorized representative, we hereby designate Johnson Engineering, Inc. as our consultant authorized to seek the necessary approvals, as required. This authority is limited to this Lee County Comprehensive Plan Amendment.

[Handwritten Signature]
Owner/Authorized Representative (signature)

THOMAS J. DANAHY, as President of Babcock Property Holdings, LLC, a Delaware limited liability company

Printed Name/Title

STATE OF FLORIDA
COUNTY OF LEE

Sworn to (or affirmed) and subscribed before me this 12th day of February, 2009 by **Thomas J. Danahy, as President of Babcock Property Holdings, LLC, a Delaware limited liability company,** who is personally known to me/or who has produced _____ as identification and who did (did not) take an oath.

(SEAL)

NOTARY PUBLIC-STATE OF FLORIDA
JaneAnn Gifford
Commission # DD848398
Expires: FEB. 11, 2013
BONDED THRU ATLANTIC BONDING CO., INC.

[Handwritten Signature]
Notary Public
JANE ANN GIFFORD
(Name typed, printed or stamped)

LETTER OF AUTHORIZATION

TO LEE COUNTY DEPARTMENT OF COMMUNITY DEVELOPMENT

The undersigned does hereby swear or affirm that it is the authorized representative of the owner(s) of record of property commonly known as The Babcock Ranch Community

The property described herein is the subject of an application for comprehensive plan amendment. As the authorized representative, we hereby designate David Plummer & Associates as our consultant authorized to seek the necessary approvals, as required. This authority is limited to this Lee County Comprehensive Plan Amendment.



Owner/Authorized Representative (signature)

THOMAS J. DANAHY, as President of Babcock Property Holdings, LLC, a Delaware limited liability company

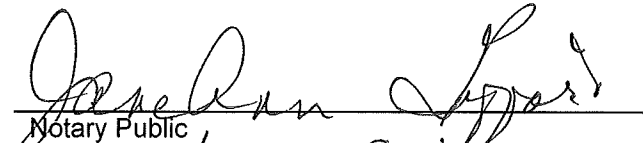
Printed Name/Title

STATE OF FLORIDA
COUNTY OF LEE

Sworn to (or affirmed) and subscribed before me this 12th day of February, 2009 by **Thomas J. Danahy, as President of Babcock Property Holdings, LLC, a Delaware limited liability company,** who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

(SEAL)

NOTARY PUBLIC-STATE OF FLORIDA
JaneAnn Gifford
Commission # DD848398
Expires: FEB. 11, 2013
BONDED THRU ATLANTIC BONDING CO., INC.



Notary Public

JANEAN GIFFORD

(Name typed, printed or stamped)

LETTER OF AUTHORIZATION

TO LEE COUNTY DEPARTMENT OF COMMUNITY DEVELOPMENT

The undersigned does hereby swear or affirm that it is the authorized representative of the owner(s) of record of property commonly known as The Babcock Ranch Community

The property described herein is the subject of an application for comprehensive plan amendment. As the authorized representative, we hereby designate Henderson, Franklin, Starnes & Hold, PA as our consultant authorized to seek the necessary approvals, as required. This authority is limited to this Lee County Comprehensive Plan Amendment.

[Handwritten Signature]
Owner/Authorized Representative (signature)

THOMAS J. DANAHY, as President of Babcock Property Holdings, LLC, a Delaware limited liability company
Printed Name/Title

STATE OF FLORIDA
COUNTY OF LEE

Sworn to (or affirmed) and subscribed before me this 12th day of February, 2009 by **Thomas J. Danahy, as President of Babcock Property Holdings, LLC, a Delaware limited liability company,** who is personally known to me/or who has produced _____ as identification and who did (did not) take an oath.

(SEAL)

NOTARY PUBLIC-STATE OF FLORIDA
JaneAnn Gifford
Commission # DD848398
Expires: FEB. 11, 2013
BONDED THRU ATLANTIC BONDING CO., INC.

[Handwritten Signature]
Notary Public
JANE ANN GIFFORD
(Name typed, printed or stamped)

**THE BABCOCK RANCH COMMUNITY
LEE COUNTY COMPREHENSIVE PLAN AMNEDMENT
PROPOSED TEXT AMENDMENT**

POLICY 36.1.1: The Lee County Metropolitan Planning Organization's 2030 Financially Feasible Plan Map series is hereby incorporated as part of the Transportation Map series for this Lee Plan comprehensive plan element. The MPO 2030 Financially Feasible Highway Plan Map, as adopted December 7, 2005 and as amended through March 17, 2006, is incorporated as Map 3A of the Transportation Map series, with the following additions anticipated to be needed to support the development of the Babcock Ranch Community DRI in Charlotte County and all area development through 2030:

<u>Road Segment</u>	<u>Improvements⁽¹⁾</u>
<u>Bayshore Rd. (SR 78) from Business 41 to I-75</u>	<u>Six Lanes</u>
<u>Bayshore Rd. (SR 78) from I-75 to SR 31</u>	<u>Eight Lanes or Six Lanes with Exp/Grade Separations⁽²⁾</u>
<u>Business 41 from Pondella Rd.to Littleton Rd.</u>	<u>Eight Lanes or Six Lanes with Exp/Grade Separations⁽²⁾</u>
<u>Colonial Blvd. from Winkler Ave. to I-75</u>	<u>Six Lanes plus Four Exp Lanes⁽²⁾</u>
<u>Del Prado Extension from US 41 to I-75</u>	<u>Six Lanes</u>
<u>New East-West Corridor (near County Line) from US 41 to SR 31</u>	<u>Four Lanes</u>
<u>Immokalee Rd. (SR 78) from Colonial/Lee Blvd.to Buckingham Rd.</u>	<u>Eight Lanes⁽²⁾</u>
<u>Lee Blvd. from Immokalee Rd. (SR 78) to Westgate Blvd.</u>	<u>Eight Lanes⁽²⁾</u>
<u>Lockett Rd. from I-75 to Ortiz Ave.</u>	<u>Six Lanes</u>
<u>Orange River Blvd. from Staley Rd.to Buckingham Rd.</u>	<u>Four Lanes</u>
<u>Palm Beach Blvd. (SR 80) from Seaboard Ave.to Tice St.</u>	<u>Six Lanes</u>
<u>Palm Beach Blvd. (SR 80) from Tice St. to SR 31</u>	<u>Eight Lanes or Six Lanes with Exp/Grade Separations⁽²⁾</u>

<u>Road Segment</u>	<u>Improvements</u>
<u>Palm Beach Blvd. (SR 80) from SR 31 to Broadway Ave.</u>	<u>Six Lanes</u>
<u>SR 31 from Palm Beach Blvd. (SR 80) to Bayshore Rd. (SR 78)</u>	<u>Four Lanes</u>
<u>SR 31 from Bayshore Rd. (SR 78) to Charlotte County Line</u>	<u>Ten Lanes or Six Lanes with Exp/Grade Separations⁽²⁾</u>

Footnotes:

(1) Reflects improvement needs based on total traffic.

(2) Improvement based on lane capacity needs.

Actual improvement may be to a parallel facility or construction of a new corridor in lieu of improvements shown.

Funding sources and actual funding for the above listed improvements will be identified and programmed at the point they are required based on the DRI incremental development approvals. It is anticipated that the funding source for the cost of the above listed road improvements being added to Map 3A is the Babcock Ranch Community Independent Special District.

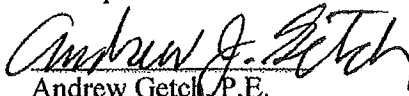
Also, the comprehensive plan amendment analysis for the Simon Suncoast (Coconut Point) DRI identified the need for improvements at key intersections on US 41 from Estero Parkway to Alico Road to address the added impacts from the project for year 2020, and a mitigation payment has been required as part of the DRI development order. Lee County considers the following intersection improvements to be part of Map 3A and will program the necessary funds to make these improvements at the point they are required to maintain adopted level of service standards on US 41 if they have not been addressed by FDOT;

Intersection	Improvements
US 41/Constitution Boulevard	Southbound Dual Left Turn Lanes
US 41/B & F Parcel Northbound,	Southbound, Eastbound, and Westbound Dual Left Turn Lanes
US 41/Sanibel Boulevard	Southbound Dual Left Turn Lanes
US 41/ Estero Parkway	Southbound and Westbound Dual Left Turn Lanes

(Amended by Ordinance No. 98-09, 99-15, 02-02, 02-29, 03-19, 07-11)

Memo

To: Matt Noble
Principal Planner

From: 
Andrew Getch, P.E.
Engineering Manager I

Date: February 3, 2009

**Subject: Babcock Ranch Community CPA2006-00008
December 1, 2008 transmittal**

LCDOT has received a set of e-mail transmittals dated October 31, November 24, and December 1, 2008 from the applicant's consultant, David Plummer & Associates, in response to the October 10, 2008 LCDOT memo. The e-mails contain further analyses as a supplement to the referenced application. LCDOT has found the submittals to be sufficient for review and provides the following comments:

Summary

Map 3A (Attachment "A") of the Lee Plan will require significant additional transportation infrastructure improvements in the northeast part of Lee County to meet traffic demands created by the nearly 20,000 dwelling units and 6 million square feet of development in the Babcock Ranch Community. The anticipated roadway improvements by the year 2030 are in the Alva, Bayshore, North Fort Myers, Fort Myers Shores, and Buckingham communities.

The recommended additions for a revision to Map 3A (Attachment "B"), the Financially Feasible Plan, to meet traffic demands from the Babcock Ranch Community are in Table 1 below:

Table 1

Recommended Additions to the Financially Feasible Plan with Babcock Ranch Community

Road	From	To	Current Map 3A (Exhibit "A")	Proposed Map 3A (Exhibit "B")
Bayshore Rd (SR 78)	Business 41	I-75	4L	6L
Bayshore Rd (SR 78)	I-75	State Rd 31	2L	8L or 6L exp/grade separations
Business 41	Pondella Rd	Littleton Rd	4/6L	8L or 6L exp/grade separations

February 3, 2009
 Babcock Ranch Community CPA2006-00008

Colonial Blvd	Winkler Ave	I-75	6L	6L + 4expL
Del Prado ext	US 41	I-75	0/2L	6L
New East-West Corridor near county line	US 41	State Road 31	0L	4L
Immokalee Rd (SR 78)	Colonial/Lee Blvd	Buckingham Rd	6L	8L
Lee Blvd	Immokalee Rd (SR 78)	Westgate Blvd	6L	8L
Luckett Rd	I-75	Ortiz Ave	4L	6L
Orange River Blvd	Staley Rd	Buckingham Rd	2L	4L
Palm Beach Blvd (SR 80)	Seaboard	Tice St	4L	6L
Palm Beach Blvd (SR 80)	Tice St	State Road 31	6L	8L or 6L exp/grade separations
Palm Beach Blvd (SR 80)	State Road 31	Broadway	4L	6L
State Road 31	Palm Beach Blvd (SR 80)	Bayshore Rd (SR 78)	2L	4L
State Road 31	Bayshore Rd (SR 78)	Charlotte Co. line	2L	10L or 6L exp/grade separations

Lee County Staff will be negotiating a series of development agreements with the applicant at each increment to address the financial responsibilities, but for the purposes of this amendment, the funding source for all these additions to Map 3A will be identified as the Babcock Ranch Independent Special District (ISD).

Introduction

LCDOT review and analysis is based on identification of potential additional roadway improvements to those identified on Map 3A of the Lee Plan resulting from the Babcock Ranch Community Area Master Development Application (AMDA) within Charlotte County. The analysis included the entire AMDA with an assumed buildout of 2030. The analysis compared various travel models with roadway improvements. The recommendations below are primarily based on a travel model that included six-laning of State Road 31 and State Road 78 east of I-75.

Transportation models without the project

The transportation modeling computer program used in the submittal is the Florida Standard Urban Transportation Modeling Structure (FSUTMS). FSUTMS is developed by the Florida Department of Transportation (FDOT) for estimation of future traffic demands. Lee County and the Lee County Metropolitan Planning Organization (MPO) utilize a local version, or model, of FSUTMS with local roadway and socioeconomic data as the basis to develop the Capital Improvement Program and the Financially Feasible plan.

February 3, 2009
Babcock Ranch Community CPA2006-00008

The analyses include two different models for the year 2030. The first model is the adopted Lee County model. The adopted model is the basis for Map 3A in the Lee Plan. The adopted Lee County FSUTMS model includes Lee and Collier County data utilized by the Lee County MPO in development of the long range transportation plan. The FDOT model is the District wide FSUTMS model developed for use by FDOT District 1. The District wide model covers all of FDOT District One. FDOT District One includes Lee, Collier, Charlotte, Sarasota, Manatee, Desoto, Hardee, Highlands, Polk, Glades, Hendry, and Okeechobee counties.

The applicant's consultant requested to use the FDOT District wide model rather than the adopted Lee County model for CPA 2006-00008. The bases for the request are that the adopted Lee County model does not include Charlotte County. Babcock Ranch Community is near the boundary of several other different MPO model areas, and the AMDA traffic distribution would not be well replicated by the Lee County model. The FDOT District wide model includes all of the areas and generally reflects the long range transportation plan network for each MPO. In discussions with the applicant's consultant LCDOT staff agreed that the FDOT District wide model would be the better tool, but as with any model, judgment must be applied in the analysis and interpretation of the model outputs.

Transportation models with the project

The analyses of the project included the socioeconomic data for the Babcock Ranch Community. The socioeconomic data is based on the approved AMDA. The development parameters for the AMDA include 19,918 dwelling units, 5,490,000 square feet of retail commercial, 270,000 square feet of government and church facilities, along with a hospital, parks, schools and golf course uses as community support. In Lee County, the FSUTMS model runs show 203 single-family dwelling units, and approximately 20,000 square feet of commercial and internal roadway network connections to North River Road and State Road 31. The balance of the proposed development is within Charlotte County.

The size of the Babcock Ranch Community adds substantial traffic to the area in the vicinity of the project. Staff requested analysis of additional roadway improvements as part of the resubmittal. The applicant's consultant submitted a total of eight FSUTMS model runs based on the FDOT District wide model to test the future roadway network with the project. Seven of the model runs tested additional roadway improvements in the area of the project. The roadway improvements included various combinations of additional capacity on State Road 31 (up to 6L expressway capacity), State Road 78 (up to 6L expressway capacity east of I-75), Charlotte County roadways and a new interchange connection to I-75. The improvement scenarios were as follows:

Table 2

Summary of FSUTMS model scenarios

Scenario	Improvements beyond current 2030 Financially Feasible Plan (Map 3A)
Adopted MPO FSUTMS without BRC	None
FDOT District wide FSUTMS without BRC	None
FDOT District wide FSUTMS with BRC	None
FDOT District wide FSUTMS with BRC	4L SR 31 & 4L SR 78
FDOT District wide FSUTMS with BRC	6L SR 31
FDOT District wide FSUTMS with BRC	6L SR 31 & 4L SR 78

February 3, 2009
 Babcock Ranch Community CPA2006-00008

FDOT District wide FSUTMS with BRC	6L SR 31 & 6L SR 78 (east of I-75)
FDOT District wide FSUTMS with BRC	6L SR 31, 6L SR 78 (east of I-75) in Lee County, 4L CR 74 & 4L SR 31 in Charlotte County
FDOT District wide FSUTMS with BRC	6L SR 31, 6L SR 78 (east of I-75), 4L internal road connection to N. River Rd. in Lee County, 4L CR 74 & 4L SR 31 in Charlotte County
FDOT District wide FSUTMS with BRC	6L SR 31, 6L SR 78 (east of I-75), E-W corridor connection to I-75 & 4L internal road connection to N. River Rd. in Lee County, 4L CR 74, 4L SR 31 in Charlotte County

Applicant's consultant analysis

The applicant's consultant provided analysis of the output from the model to estimate the future level of service and compare it to the adopted level of service standard on each road segment in the study area. The output from the model is in Peak Season Weekday Traffic (PSWDT). The adopted level of service standard in Lee County is the average pm peak season. The peak hour volume in the peak direction is considered to be equivalent to the hundredth highest hour volume of the year. The applicant's consultant identified the following additional improvements to the financially feasible plan. The staff recommendation is identified for comparison.

Table 3

Comparison of Staff and Applicant Recommended Additions to the Financially Feasible Plan with Babcock Ranch Community

Road	From	To	Current Map 3A	Proposed w/BRC Applicant	Proposed w/BRC Staff
Bayshore Rd (SR 78)	Business 41	Hart Rd	4L	6L	6L
Bayshore Rd (SR 78)	Hart Rd	Slater Rd	4L	4L	6L
Bayshore Rd (SR 78)	Slater Rd	I-75	4L	6L	6L
Bayshore Rd (SR 78)	I-75	State Rd 31	2L	8L	8L or 6L exp/grade separations
Business 41	Pondella Rd	Bayshore Rd (SR 78)	6L	8L	8L or 6L exp/grade separations
Business 41	Bayshore Rd (SR 78)	Littleton Rd	4L	6L	6L exp/grade separations

February 3, 2009
 Babcock Ranch Community CPA2006-00008

Colonial Blvd	Winkler Ave	Ortiz Ave	6L	8L	6L + 4expL
Colonial Blvd	Ortiz Ave	I-75	6L	10L	6L + 4expL
Del Prado ext	Slater Rd.	US 41	2L	6L	6L
New East-West Corridor near county line	State Road 31	I-75	0L	2L	4L
New East-West Corridor near county line	I-75	US 41	0L	0L	4L
Immokalee Rd (SR 78)	Buckingham Rd	Colonial/Lee Blvd	6L	8L	8L
Lee Blvd	Immokalee Rd (SR 78)	Westgate Blvd	6L	8L	8L
Luckett Rd	Ortiz Ave	I-75	4L	6L	6L
Marsh Ave	Michigan Ave.	Palm Beach Blvd (SR 80)	2L	4L	2L
Orange River Blvd	Staley Rd	Neal Rd	2L	2L	4L
Orange River Blvd	Neal Rd	Buckingham Rd	2L	4L	4L
Palm Beach Blvd (SR 80)	Seaboard	Tice St	4L	6L	6L
Palm Beach Blvd (SR 80)	Tice St	State Road 31	6L	8L	8L or 6L exp/grade separations
Palm Beach Blvd (SR 80)	State Road 31	Broadway	4L	6L	6L
Rich Rd.	Slater Rd	Pritchett Pkwy	2L	n/a	East-West Corridor
Slater Rd.	Mello Rd.	Rich Rd.	2L	n/a	East-West Corridor
Staley Rd.	Tice St.	Orange River Blvd.	2L	n/a	East-West Corridor
State Road 31	Palm Beach Blvd (SR 80)	Bayshore Rd (SR 78)	2L	4L	4L
State Road 31	Bayshore Rd (SR 78)	Charlotte Co. line	2L	10L or 6L exp/grade separations	10L or 6L exp/grade separations

LCDOT analysis

The Babcock Ranch Community AMDA residential parameters include 12,852 single-family dwelling units, 6,648 multi-family dwelling units and 418 assisted living facility dwelling units. The

February 3, 2009

Babcock Ranch Community CPA2006-00008

commercial parameters include 600 hotel rooms, 664,000 square feet of industrial, 2,920,000 square feet of retail, and 1,900,000 square feet of office. In addition the project includes 54 golf course holes, a 177 bed hospital, 120,000 square feet of church, schools for 4,400 students, 300 acres of parks and 150,000 square feet of government buildings. In order to obtain specific development approvals Incremental Developments of Regional Impact must be submitted for review.

A comprehensive plan analysis typically evaluates a change in land use and utilizes the FSUTMS modules for trip generation, trip distribution, trip assignment and the mode of transportation. The methodology is different from a DRI or Zoning analysis where the development parameters are more precise and often the buildout year is well within the long range horizon. In the subject application, FSUTMS kept approximately 65 percent of the trips generated by project TAZ's, which is now being called "community capture", within the project boundaries. LCDOT has concerns with the amount of community capture that may actually be realized. A lower percentage of capture has the potential to require greater public roadway needs. This may require more additional lanes on roadways that may carry primarily project traffic such as State Road 31, State Road 78, State Road 80 and North River Road. A higher percentage of community capture has the potential to reduce the magnitude of roadway improvements. LCDOT is working with FDOT, other review agencies, and the applicant's team to develop a methodology to estimate community capture as part of the DRI process.

The seven model runs with the project showed varying traffic demands that appeared to be a result of FSUTMS rerouting traffic destined for Lee County through Charlotte County. During sufficiency review, LCDOT's concerns were addressed by model runs with sufficient capacity to handle the demand volumes on State Road 31 and State Road 78. The model runs that included six laning of State Road 31 and State Road 78 with sufficient capacity best addressed the concerns.

The introduction of this intensity of development in the northeast portion of the county has a dramatic effect on traffic volume projections. A direct comparison of model runs with or without the project shows an increase of up to approximately 80,000 PSWDT in this area of Lee County.

Generally LCDOT is in agreement with the facility recommendations by the applicant's consultant. However, there are a few differences. The differences are in developing additional capacity by expressway facilities with grade separated interchanges on existing or planned six-lane roads, and developing a new east-west corridor to offset the additional traffic on certain county roads.

Bayshore Road (State Road 78), Business 41 (State Road 739), Colonial Boulevard (State Road 884), and State Road 31 all exceed six-lane capacity in the analyses. The FSUTMS model scenarios with six lanes on State Road 31 and State Road 78 used a facility coding for an expressway. An expressway has approximately 75 percent more capacity than a roadway with signalized intersections. LCDOT recommends identifying a six lane expressway facility with grade separated intersections on State Roads 31 and State Road 78 for consistency with the modeling. LCDOT recommends 6-laning with grade separated intersections as an alternative to 8-laning on Business 41 due to right-of-way restrictions. The expressway facility on Colonial Boulevard is already a contingent facility in long range plans. The applicant has also initiated preliminary engineering studies on State Road 31 and State Road 78.

LCDOT recommends 6 laning on Bayshore Road (State Road 78) between Slater Road and Hart Road for system continuity purposes. Similarly LCDOT recommends 4 laning on Orange River Road between Staley Road and Neal Road.

The applicant's consultant identified additional lane widths on Marsh Avenue. The model volume exceeds capacity on Del Prado Boulevard, Rich Road, Slater Road and Staley Road. Rather than identifying individual widening of those roadways, this appears to indicate a need for a new east-west corridor with a southern limit at the Del Prado extension and a northern limit in southern Charlotte County.

February 3, 2009
Babcock Ranch Community CPA2006-00008



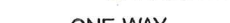

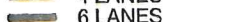



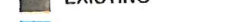
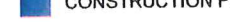






Conclusion

In order to support additional traffic generated by the Babcock Ranch Community, LCDOT recommends amending Map 3A of the Lee Plan to include improvements to Bayshore Road, Business 41, Colonial Boulevard, Del Prado Extension, Immokalee Road, Lee Boulevard, Littleton Road, Lockett Road, Orange River Road, Palm Beach Boulevard and State Road 31. The Babcock Ranch Community will be identified as the funding source for the improvements initially, subject to later development agreements between the applicant, the Florida Department of Transportation, Lee County and Charlotte County.

AJG/db

cc: David Loveland
Alvin "Chip" Block
Donna Marie Collins
Wayne Daltry
Paul O'Connor
Roland Ottolini

ATTACHMENT "A"

-  INTERSTATE
-  EXPRESSWAY
-  ONE-WAY
-  2 LANES
-  3 LANES
-  4 LANES
-  6 LANES
-  8 LANES
-  10 LANES
-  EXISTING
-  CONSTRUCTION PROGRAMMED
-  2030 FINANCIALLY FEASIBLE PLAN
-  INTERCHANGE IMPROVEMENTS
- INTERCHANGES**
- TYPE**
-  2030 FINANCIALLY FEASIBLE PLAN
-  CONSTRUCTION PROGRAMMED
-  EXISTING
- TYPE**
-  PROPOSED BRIDGE OR OVERPASS
-  CONSTRUCTION PROGRAMMED

MAP 3A LEE COUNTY 2030 FINANCIALLY FEASIBLE HIGHWAY PLAN AS ADOPTED DECEMBER 7, 2005 AND AMENDED JANUARY 20 AND MARCH 17, 2006

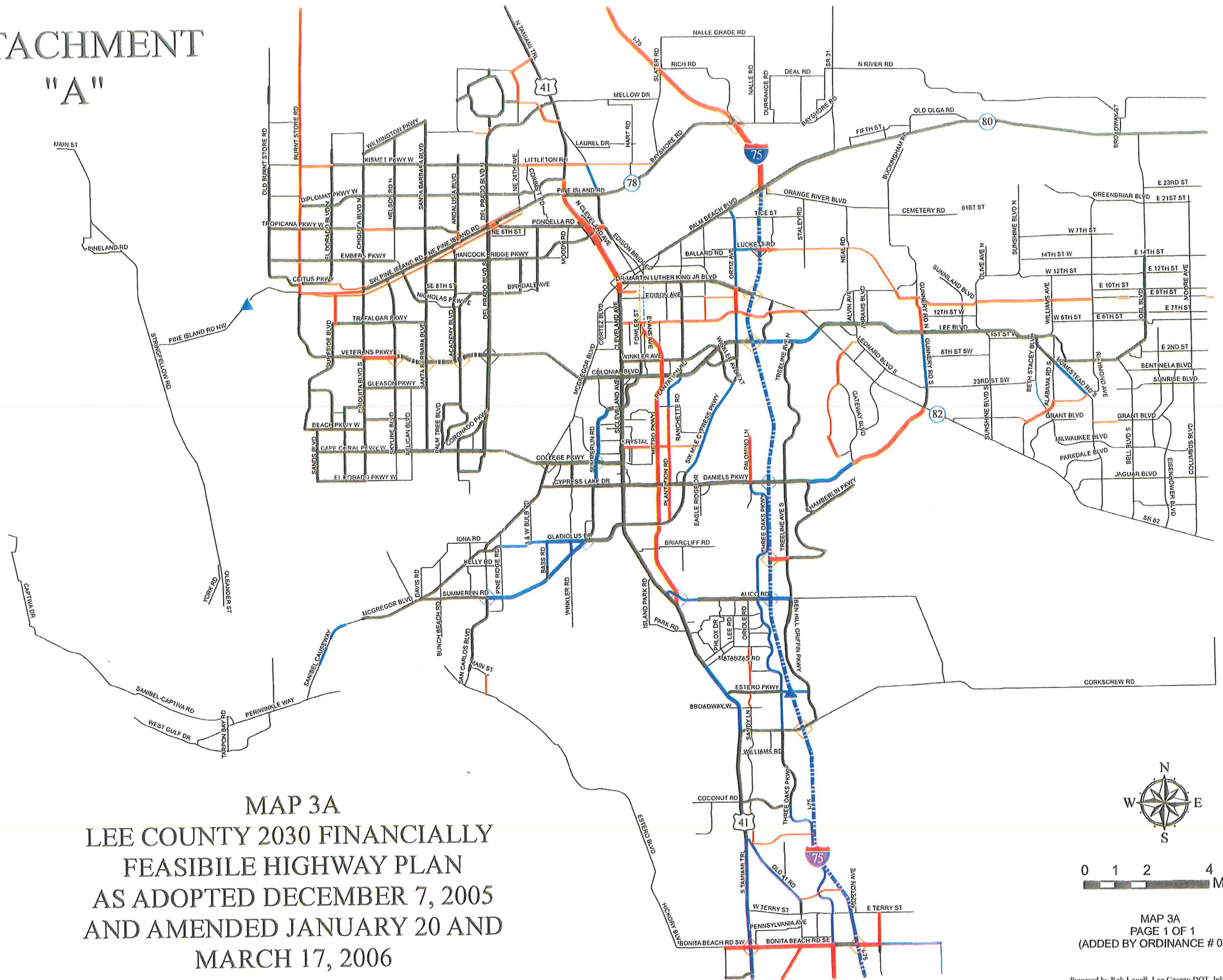


0 1 2 4
Miles


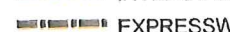
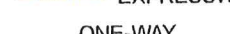






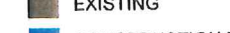

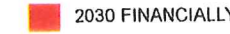

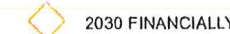




MAP 3A
PAGE 1 OF 1
(ADDED BY ORDINANCE # 06 -)

THE LINES ON THIS PLAN REPRESENT ONLY THE GENERAL ROUTES. SPECIFIC ALIGNMENTS WILL BE DETERMINED THROUGH CORRIDOR AND DESIGN STUDIES.

Prepared by Rob Lovell, Lee County DOT, July 18, 2006

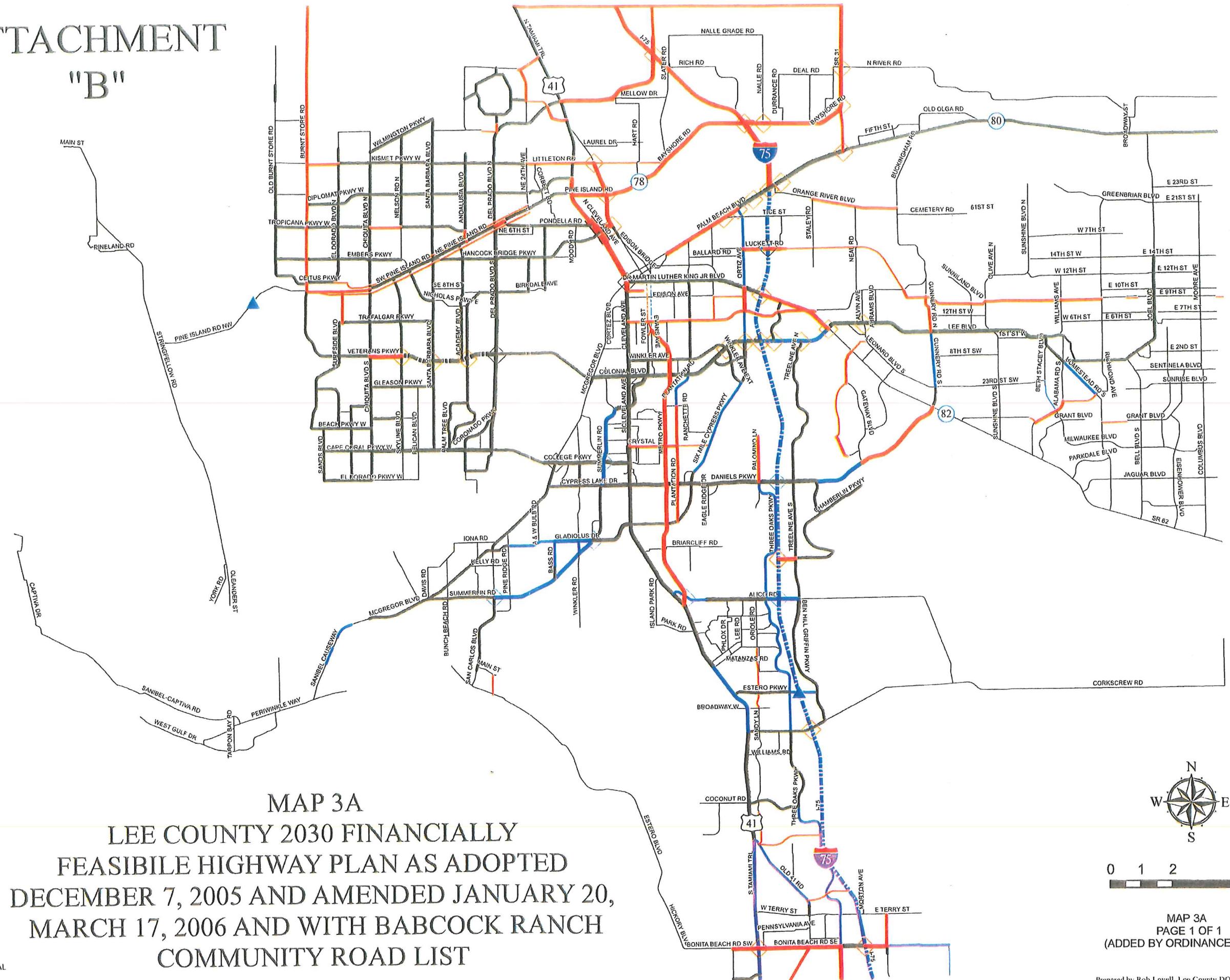


ATTACHMENT "B"

-  INTERSTATE
-  EXPRESSWAY
-  ONE-WAY
-  2 LANES
-  3 LANES
-  4 LANES
-  6 LANES
-  8 LANES
-  10 LANES
-  EXISTING
-  CONSTRUCTION PROGRAMMED
-  2030 FINANCIALLY FEASIBLE PLAN
-  INTERCHANGE IMPROVEMENTS
- INTERCHANGES**
- TYPE**
-  2030 FINANCIALLY FEASIBLE PLAN
-  CONSTRUCTION PROGRAMMED
-  EXISTING
- TYPE**
-  PROPOSED BRIDGE OR OVERPASS
-  CONSTRUCTION PROGRAMMED

THE LINES ON THIS PLAN REPRESENT ONLY THE GENERAL ROUTES. SPECIFIC ALIGNMENTS WILL BE DETERMINED THROUGH CORRIDOR AND DESIGN STUDIES.

MAP 3A LEE COUNTY 2030 FINANCIALLY FEASIBLE HIGHWAY PLAN AS ADOPTED DECEMBER 7, 2005 AND AMENDED JANUARY 20, MARCH 17, 2006 AND WITH BABCOCK RANCH COMMUNITY ROAD LIST



MAP 3A
PAGE 1 OF 1
(ADDED BY ORDINANCE # 06 -)



LEE COUNTY
SOUTHWEST FLORIDA

BOARD OF COUNTY COMMISSIONERS

(239) 533-2236

Facsimile (239) 485-2106

Bob Janes
District One

A. Brian Bigelow
District Two

Ray Judah
District Three

Tammy Hall
District Four

Frank Mann
District Five

Donald D. Stillwell
County Manager

David M. Owen
County Attorney

Diana M. Parker
County Hearing
Examiner

September 30, 2008

Russell Schropp, Esq.
Henderson, Franklin, Starnes & Holt, P.A.
P. O. Box 280
Fort Myers, FL 33902-0280

Re: Babcock Ranch Memorandum of Understanding
LU-08-09-2187.G.3.

Dear Russell:

The BOCC approved the Babcock Ranch Memorandum of Understanding between Lee County and Babcock Property Holdings and Babcock Ranch Community Independent Special District on Tuesday, September 23, 2008.

Enclosed please find a fully executed original document for your records.

It was my pleasure to participate in the preparation of the MOU with County staff and the Babcock team. I look forward to working together again in the future.

Kind regards,

Donna Marie Collins
Chief Assistant County Attorney

DMC/amp
Enclosure

Via e-mail only w/enclosure:

Paul O'Connor, Director, Planning Division
Matt Noble, Principal Planner, Planning Division
David Loveland, Manager, Public Works Operation

S:\LU\DMC\Babcock\Babcock Memorandum of Understanding - Schropp.wpd

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING ("MOU"), entered into this 23 day of September 2008, by and between: BABCOCK PROPERTY HOLDINGS, LLC (hereinafter "Developer"), a Delaware liability company, whose address for purposes of this MOU is 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418; the BABCOCK RANCH COMMUNITY INDEPENDENT SPECIAL DISTRICT (hereinafter "ISD"), an independent special district of the State of Florida created pursuant to Chapter 2007-306, Laws of Florida, whose address for purposes of this MOU is 12051 Corporate Boulevard, Orlando, FL 32817; and LEE COUNTY, a political subdivision of the State of Florida (hereinafter, "County"), whose mailing address for purposes of this MOU is P.O. Box 398, Fort Myers, FL 33902-0398 (Developer, ISD and County being hereinafter referred to as "the Parties").

RECITALS

WHEREAS, Developer received Master Development Order ("MDO") approval pursuant to Section 380.06(21), Fla. Stat., from Charlotte County on December 13, 2007, for a Master Development of Regional Impact known as Babcock Ranch Community ("BRC DRI"); and

WHEREAS, the BRC DRI provides for the development at buildout of a maximum of 17,870 dwelling units and 6,000,000 square feet of non-residential uses, along with various ancillary, institutional, and educational uses, on 13,630 acres of land, all as more particularly set forth in the MDO; and

WHEREAS, the BRC DRI is located in southeastern Charlotte County, immediately north of and adjacent to Lee County; and

WHEREAS, development of the BRC DRI is anticipated to have traffic impacts upon existing and planned roadways in Lee County; and

WHEREAS, Developer (through its predecessor-in-interest MSKP III, Inc.) and County have previously entered into that certain agreement entitled "Babcock Ranch Community Road Planning Agreement" dated May 23, 2006 (the "Community Planning

Agreement”) in order to, among other things, (a) refine and revise a master list of roadways in Lee County that may be impacted by the BRC DRI that was initially identified in a Development Agreement between Developer and Charlotte County, such revisions to be based upon a new Bi-County Traffic Model agreed to between the Parties, and (b) provide for the necessary amendments to the Long-Range (2030) Financially Feasible Transportation Map (“Map 3A”) of the Lee County Comprehensive Plan (“Lee Plan”); and

WHEREAS, the Parties have agreed that the Districtwide (D1) Travel Model developed by the Florida Department of Transportation and approved by the Technical Advisory Committee for the Joint Collier-Lee Metropolitan Planning Organization (“MPO”) is acceptable for use as the Bi-County Traffic Model required by the Community Planning Agreement (said model being hereinafter referred to as the “FDOT District Model”); and

WHEREAS, Developer desires to proceed forward with its first application for incremental development approval (“First Increment”) pursuant to the MDO; and

WHEREAS, the MDO requires the Developer to periodically update its Master Traffic Study Update(s); and

WHEREAS, the ISD has been created by the Florida Legislature to, among other things, provide for the future funding of capital improvements necessary or beneficial for the BRC DRI; and

WHEREAS, the Parties desire to establish and have agreed upon a “process” for the review and acceptance of the revised buildout list of potentially impacted roadways in Lee County, the incorporation of that revised buildout list into Map 3A of the Lee Plan,

the review of the traffic impacts associated with the First Increment and future increments, and the incorporation of roadway and funding commitments made by Developer into the Capital Improvements Program ("CIP") and Capital Improvements Element ("CIE") of the Lee Plan; and

WHEREAS, the Parties desire to memorialize their understanding of the "process" upon which they have agreed;

NOW, THEREFORE, in recognition and fulfillment of the foregoing Recitals, Developer, ISD and County agree as follows:

1. **RECITALS.** The Parties agree that the above Recitals are true and correct to the best of each Party's knowledge, and said Recitals provide the foundation for this MOU and the process for addressing roadway impacts from BRC DRI on roadways within Lee County.

2. **PROCESS FOR ADDRESSING ROADWAY IMPACTS ON LEE COUNTY ROADWAYS:** Consistent with and in furtherance of the Community Planning Agreement, the MDO, Section 380.06 and Chapter 163, Fla. Stat., the Parties will follow the process set forth below in analyzing and addressing the traffic impacts on roadways within Lee County associated with the BRC DRI:

A. **Revised Buildout List:** As of the date of this MOU, Developer has undertaken and submitted to County an updated comprehensive plan amendment level traffic analysis of the impacts of the BRC through buildout (year 2030) utilizing the FDOT District Model, and its 2030 financially feasible road network, from which a revised buildout list of potential road improvements within Lee County has been identified (hereinafter, the "Updated Preliminary Road Improvements"). The intent of

this updated traffic analysis is to fulfill the Developer's obligations under the Community Planning Agreement and to provide a mutually acceptable list of roadway improvements which may be undertaken or funded by the Developer or the ISD as traffic mitigation for future incremental development orders.

B. Plan Amendments to Reflect Revised Master List. The County will use its best good faith efforts to process during the County's current round (2008-09) of plan amendments ("Current Round Amendments"): (a) a map amendment to Map 3A of the Lee Plan to reflect the Updated Preliminary Road Improvements list identified pursuant to paragraph 2.A. above, and (b) a text amendment to Policy 36.1.1. of the Lee Plan to reflect a distinction between the Updated Preliminary Road Improvements list which may be required for the BRC DRI and the remainder of Map 3A which is based on the 2030 financially feasible map adopted by the MPO. The plan amendments will reflect that the potential funding source for the Updated Preliminary Road Improvements list will be the ISD, and the ISD is joining as a party to this MOU to acknowledge and consent to being identified as such. Inclusion of the Updated Preliminary Road Improvements list on Map 3A will establish the framework and basis for identifying future roadway improvements in Lee County that may be made or funded by Developer or the ISD pursuant to incremental development orders that may be adopted for the BRC DRI. In the event that the plan amendments contemplated by this paragraph cannot be processed by the County during the Current Round Amendments despite the Parties' best good faith efforts to accomplish same within the timeframes set forth above, the County will process the amendments as expeditiously as possible during the next available opportunity to process such amendments.

C. First Incremental Traffic Analysis. Developer has indicated that it intends to submit an application for incremental development approval for the First Increment for the BRC DRI in the Fall of 2008. Pursuant to the MDO, the Developer will utilize the methodology agreed to by the Developer, the County, Charlotte County, the FDOT and the Southwest Florida Regional Planning Council to assess the traffic impacts of the First Increment and to identify anticipated impacts to Lee County roadways, if any, that will need to be mitigated pursuant to Section 380.06, Fla. Stat., and rules adopted pursuant thereto. Any such mitigation required to be made by Developer will be consistent with the Updated Preliminary Road Improvements list as identified in paragraph 2.A above, as may be updated from time to time pursuant to paragraph 2.D below, and will be the subject of a future Development Agreement or Roadway Construction Agreement to be entered into between the ISD and County. The County will promptly amend its CIP to reflect commitments contained within such Development Agreements or Roadway Construction Agreements entered into between the County and the ISD. During the County's next available plan amendment cycle, the County will process amendments to the Lee Plan CIE that will reflect the amendments to the CIP made pursuant to this paragraph. It is anticipated by the Parties that these plan amendments to the CIE will occur during the 2009-10 plan amendment cycle.

D. Periodic Traffic Analysis Updates. The Parties acknowledge that the MDO requires Developer to conduct an update to its Master Traffic Study within one year of the availability of the FDOT District Model and its "existing plus committed" (E+C) roadway network, with further updates required no less than every five years thereafter. These periodic updates are intended to update the Updated Preliminary Road

Improvements list anticipated to be needed for the BRC DRI based upon consideration of the then-current E+C roadway network plans. The first periodic update is anticipated to be due from Developer on or before July 1, 2009. Upon review and acceptance of these periodic updates, the County will expeditiously process any amendments to Map 3A necessary to reflect the update to the Updated Preliminary Road Improvements list within Lee County which is anticipated to be needed as a result of the buildout level of development in the BRC DRI, unless both Developer and County agree that any such changes to Map 3A would be insignificant or of low priority. Amendments to Map 3A made necessary by these periodic updates will be processed by the County in its next regularly scheduled round of plan amendments. It is anticipated by the Parties that any amendments required after the initial periodic update due on July 1, 2009, will be processed by the County during the 2009-10 regular plan amendment cycle. The ISD will continue to be identified as the potential funding source for those improvements on Map 3A which may be deemed necessary by the incremental DRI development orders to mitigate the traffic impacts of the BRC DRI on roadways within Lee County, unless the Parties agree otherwise in writing.

E. Additional Applications for Incremental Development Approval.

Impacts on roadways within Lee County associated with future applications for incremental development approval ("Future Increments") will be processed and addressed in the same manner as set forth in paragraph 2.C. above. Mitigation for impacts to roadways within Lee County that is required for Future Increments will be consistent with the Updated Preliminary Road Improvements list as identified in paragraph 2.A and as may be updated from time to time. Required mitigation will be

addressed through a Development Agreement or Road Construction Agreement entered into between the ISD and the County, and the County will process amendments to the Lee Plan CIP in its next regularly scheduled round of plan amendments to reflect the roadway and funding commitments made by Developer pursuant to such agreements.

3. FULFILLMENT OF COMMUNITY PLANNING AGREEMENT REQUIREMENTS. The Parties acknowledge that one of the purposes of this MOU is to identify the process that will lead to the fulfillment of the requirements of the Community Planning Agreement. Upon completion of the initial Updated Preliminary Road Improvements list of impacted roadways within Lee County pursuant to paragraph 2.A. above and adoption of the plan amendments to Map 3A and Policy 36.1.1 pursuant to paragraph 2.B. above, the requirements of the Community Planning Agreement will be deemed fulfilled by the Parties, and neither party will have any further obligation to the other thereunder.

4. EFFECT OF MOU. The terms of this MOU do not supersede any substantive or procedural requirements of Florida law including but not limited to Sections 163.3184-.3189, 163.3220-.3243, and Section 380.06, Fla. Stat. Any comprehensive plan amendments identified in this MOU will be processed in accordance with the procedural and substantive requirements of Sections 163.3184-.3189, and no provision of this MOU will be interpreted or construed to require the County to approve any amendment unless it fully complies with the requirements of said statutes and rules adopted pursuant thereto. Likewise, any traffic analysis required by this MOU to assess the impacts of the BRC DRI, and mitigation required to address those impacts, will be conducted in accordance with Section 380.06 and rules adopted pursuant thereto. The

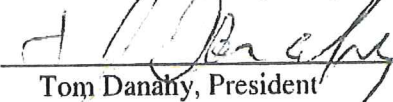
purpose of this MOU is to guide, direct, and facilitate the actions of the Parties in addressing the future impacts of the BRC DRI on roadways within Lee County, and the Parties agree to follow the process set forth above unless the Parties modify, abate or terminate the process by mutual agreement or understanding.

5. **RECORDATION IN PUBLIC RECORDS.** This MOU will not be recorded in the Public Records of Lee County, Charlotte County, or any other county in the State of Florida.

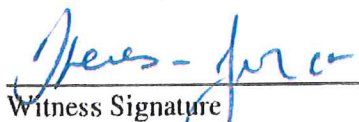
6. **EFFECTIVE DATE.** The effective date of this MOU is the date on which the last Party to execute this MOU has signed this MOU, as reflected by the dates signed below each Party's signature.

IN WITNESS WHEREOF, the Parties have caused the execution of this MOU by their duly authorized officials as of the day and year written below.

BABCOCK PROPERTY HOLDINGS, LLC,
a Delaware limited liability company

By: 
Tom Danahy, President

Date: 9/7/08


Witness Signature

Theresa Jurco
Witness Name


Witness Signature

Erica S. Chutkan
Witness Name

BABCOCK RANCH COMMUNITY
INDEPENDENT SPECIAL DISTRICT, an
independent special district of the State of
Florida

[Signature]
Witness Signature

H. Fishkind
Witness Name

[Signature]
Witness Signature

M. Matthews Smith II
Witness Name

By: [Signature]

NEAL BLACKETTER
CHAIRMAN, BOARD OF SUPERVISORS
(Print or Type Name and Title)

Date: 9/4/2008

LEE COUNTY, a political subdivision of
the State of Florida

By: [Signature]
Ray Judah, Chairman

Date: 4/23/08

ATTEST:
CHARLIE GREEN, CLERK

By: [Signature]
Deputy Clerk

CHRISTINE P. VALENCIA
(Type or Print Name)

APPROVED AS TO FORM:

[Signature]
Assistant Lee County Attorney