

EXHIBIT 6

JUSTIFICATION STATEMENT

Introduction

The following amendments to the City of Leesburg's Future Land Use Map are proposed in conjunction with the Secret Promise Development of Regional Impact "DRI" (DRI ADA is currently under review). The Secret Promise DRI, located south of C.R. 470, southwest of Florida's Turnpike, west of C.R. 48, north and east of the proposed Renaissance Trails DRI, and east of Sumter County, includes approximately 3,747 acres of undeveloped ranch and farm land. The purpose of these amendments is to allow Secret Promise to be developed as a sustainable, mixed-use community preserving sensitive wetlands and wildlife habitat.

Existing Conditions

The subject property currently serves as an active cattle ranch with some acreage dedicated to row crops and a tree farm. The property contains nine upland ecological areas comprising a total of $\pm 2,193$ acres. The remaining $\pm 1,554$ acres consist of wetlands and surface water bodies.

The Secret Promise property consists of four separate parcels, outlined in the table below. The Pruitt parcel and Highlands Growth parcel were annexed into the City of Leesburg and assigned land use and zoning designations in 2001; the Farah and Posey parcels were annexed into the City and assigned land use and zoning designations in 2006. Per the applicant's discussion with City staff at the October 31, 2007, pre-application meeting, please note that the Farah parcel is subject to the 06-01 comprehensive plan amendment package that has not yet been adopted. The applicant understands that as the City coordinates with DCA to resolve issues related to the 06-01 amendment package, the Farah parcel may be removed from that amendment package.

Parcel	Acreage	Adopted Future Land Use Designation	
1. Pruitt	3,446.66	Conservation	± 790 AC
		Residential Mixed Low Density	$\pm 2,209$ AC
		Commerce	± 136 AC
		Industrial	± 310 AC
		Wetlands Overlay	± 492 AC
2. Highlands Growth	149.86	General Commercial	± 30 AC
		Industrial	± 130 AC
3. Farah	148.25	Estate Density Residential (pending DCA approval)	148.25 AC
4. Posey	3.06	Estate Density Residential	3.06 AC
TOTAL	3,747.83		

Note: The acreages of the Future Land Use designations assigned to the Pruitt parcel are approximate, as stated in the Stipulated Settlement Agreement, dated September 10, 2002, and do not equal the surveyed acreage of the Pruitt

parcel. Likewise, the acreages of the Future Land Use designations assigned to the Highlands Growth parcel are also approximate, as stated in the Annexation Agreement dated July 9, 2001, and do not equal the surveyed acreage of the property. The applicant will coordinate with the City to clarify the correct acreage of the parcels.

The comprehensive plan amendment for the Pruitt parcel was found not in compliance by the Department of Community Affairs ("DCA"). The Stipulated Settlement Agreement ("the Agreement"), dated September 10, 2002, required the City of Leesburg to undertake remedial actions to bring the comprehensive plan amendment into compliance. These remedial actions required the creation of the Residential Mixed Low Density land use designation, the Conservation land use designation, and the Wetlands Overlay. The Agreement states that no development shall be permitted in the Conservation land use category; however, the Agreement allows a transfer of density at a rate of 1 unit per 10 acres from the 718 acres of wetlands designated Conservation to areas designated Residential Mixed Low Density (4 du/ac). Approximately 72 acres of upland areas are designated Conservation, and the Agreement allows a transfer of density at a rate of 4 units per acre from those areas to the areas designated Residential Mixed Low Density. Under the terms of the Agreement, the Wetlands Overlay was applied to 492 acres of wetlands that were not designated Conservation. The Agreement states that a transfer of density from the areas under the Wetlands Overlay shall be permitted at a rate of one unit per 10 acres. Finally, the Agreement states that the boundaries of the areas designated Conservation and the areas assigned the Wetlands Overlay may be further defined at the time of site plan approval or platting.

Proposed Amendments

The applicant requests two Future Land Use Map amendments for Secret Promise. The existing Future Land Use designations assigned to Secret Promise are Residential Mixed Low Density, Estate Density Residential, General Commercial, Commerce, Industrial, and Conservation. The applicant requests that the City designate $\pm 1,643$ acres of Secret Promise as Conservation, and designate the remaining $\pm 2,104$ acres as Mixed-Use on the Future Land Use Map. Please refer to Figure 13 for the proposed Future Land Use Map.

These two amendments will ensure the preservation of sensitive wetlands and wildlife habitat, and allow Secret Promise to be developed as a sustainable, mixed-use community. The $\pm 1,643$ acres designated Conservation comprises $\pm 1,491$ acres of wetlands, or 96% of the total wetlands on the property. The remaining 152 acres to be designated Conservation consist of uplands to be preserved for wildlife habitat and open space. The upland preservation area includes ± 59 acres on the western border of the site that will provide habitat for listed species, and will be part of a larger conservation area extending into the Renaissance Trails DRI, adjacent to Secret Promise.

The Mixed-Use land use designation will allow the developer of Secret Promise flexibility and creativity in site design, while ensuring an appropriate mix of uses is included in the development of the property. The proposed development program for Secret Promise includes mixed residential neighborhoods, a mix of office, light industrial and commercial

uses, public schools and other civic uses, a 59-acre community park, and neighborhood and pocket parks. A bicycle/pedestrian pathway network will connect the residential neighborhoods to the commercial, light industrial, office, schools, civic, recreational, and conservation areas. The table on the following page indicates the mix of land uses to be contained within the developable area of Secret Promise. Please refer to Figure 14 for the proposed concept plan and detailed development program.

Secret Promise Proposed Land Uses			
Proposed Land Use	Acres	Percent of Net Developable Area	Range Required per Proposed Policy 1.14.3
Residential	1,456	69.20%	50% - 80%
Retail	163	7.75%	5% - 25%
Office	199	9.46%	5% - 25%
Hotel	-	-	0% - 25%
Institutional	64	3.04%	n/a
Industrial	64	3.04%	0% - 25%
Recreation	59	2.80%	n/a
Internal Roadway Network (Primary Roads)	99	4.71%	n/a
Subtotal: Net Developable Area	2,104	100.00%	
Conservation	1,643	n/a	
TOTAL	3,747	n/a	

Note: The hotel is to be located within the area designated office.

The developer of Secret Promise has submitted a DRI Application for Development Approval (ADA). Secret Promise is projected to be constructed over three phases, with build-out anticipated in the year 2020. As such, the DRI Development Order will propose a land-use conversion matrix allowing the developer to exchange residential units and non-residential square feet as market conditions dictate, without submitting a Notice of Proposed Change to the DRI. These modifications will be limited to 25% or less of the approved land use in acreage or square feet. The purpose of this matrix is to allow reasonable flexibility in the development of the project while capping total development.

Consistency with City of Leesburg Comprehensive Plan

Current Goals, Objectives, and Policies within the City of Leesburg's Comprehensive Plan support the proposed Secret Promise Future Land Use Map amendments. Those Goals, Objectives, and Policies are as follows:

FUTURE LAND USE ELEMENT

Goal 1

Quality of Life. The City of Leesburg shall implement Smart Growth through comprehensive, consistent and effective policies, regulations, capital projects and incentives for effective management of the land use pattern in the City to enhance the quality of life for its citizens; promote economic vitality; and, accommodate population and development growth in an environmentally acceptable manner.

Objective 1.2

Protect Neighborhoods and Diversify Housing. The City will preserve and protect stable residential neighborhoods, provide opportunities for diverse residential areas and encourage various housing types to meet the life-styles and needs of all residents.

Policy 1.2.1

Housing Diversity. The Future Land Use Map shall contain an adequate diversity of lands for residential uses to meet the future demand for residential densities identified in the Housing Element.

Justification: This request is consistent with Policy 1.2.1 of the Future Land Use Element because this development will include 7,000 residential units, which will include single-family units, attached units and some age-restricted housing. Varied housing typologies will provide housing opportunities for a wide range of income levels and will accommodate diverse lifestyles and preferences.

Policy 1.2.4

New Residential Development. Encourage high standards of architectural design and landscaping for new residential construction through the land development regulations and development review process.

Justification: This request is consistent with Policy 1.2.4 of the Future Land Use Element because the developer is committed to creating a high-quality development based upon accepted architectural and landscape design principles. The details of these standards may be agreed upon in the PUD ordinance for the project.

Policy 1.2.7

Neighborhood Roadways. Protect single-family residential neighborhoods from the potential undesirable impacts of through-traffic movements by assuring that alternate traffic improvements are considered to prevent overloading the existing roads, as well as providing adequate buffering and landscaping.

Justification: This request is consistent with Policy 1.2.7 of the Future Land Use Element. Secret Promise will be developed with collector roads connecting retail, office and institutional uses to C.R. 470 and C.R. 48. Single-family residential neighborhoods will be accessed via collector roads but will be protected from through-traffic by virtue of their isolated locations surrounded by wetlands.

Objective 1.4

Sustainable Development. The City of Leesburg shall propose a Smart Growth development pattern that makes efficient use of the developable land, fully utilizes urban services and infrastructure, promotes a wide variety of transportation and housing options, absorbs and effectively serves a significant portion of the anticipated future population growth of the City, protects the architectural and environmental character of the City through compatible, high quality, and environmentally sensitive development practices, and recognizes the City's role as a regional hub of commerce and employment.

Policy 1.4.1

Mixed-Use Development. Mixed-use developments and mixed-use buildings shall be encouraged within the City of Leesburg with appropriate buffers between uses to ensure compatibility.

Justification: This request is consistent with Policy 1.4.1 of the Future Land Use Element because Secret Promise will be developed as a mixed-use development, including residential, retail, office and institutional uses, as well as hotel, and light industrial uses.

Policy 1.4.3

New Development. New development should promote a sustainable land development pattern.

Justification: This request is consistent with Policy 1.4.3 of the Future Land Use Element because the project will be developed as a sustainable, mixed-use community. The residential and non-residential uses will be compact, pedestrian-friendly, and linked by a bicycle/pedestrian network, reducing dependence on the automobile.

Policy 1.4.4

Traditional Neighborhood Development. Traditional neighborhood development patterns shall be encouraged in areas that can appropriately handle the density.

Justification: This request is consistent with Policy 1.4.4 of the Future Land Use Element because the project will be developed as a compact, mixed-use community that will incorporate varied housing typologies. Given environmental constraints, traditional neighborhood development patterns may be incorporated where appropriate.

Policy 1.4.7

Environmental Sensitivity. Environmentally sensitive areas should be identified and preserved while allowing alternatives to development that protect private property rights.

Justification: This request is consistent with Policy 1.4.7 of the Future Land Use Element because ±1,643 acres, or 44%, of the property will be preserved as open space. This acreage includes wetland and upland wildlife habitat.

Policy 1.4.9

Clustering. Developments may be allowed to transfer densities on the site from environmentally sensitive areas to upland areas that are more suitable for development permitted the project goes through the planned unit development process and does not exceed a transfer density of 1 unit per 1 acre.

Justification: This request is consistent with Policy 1.4.9 of the Future Land Use Element because Secret Promise will be developed as a compact, mixed-use, sustainable community. Forty-four percent of the total acreage will be preserved as open space. Development will be compact with mixed-use areas and walkable residential neighborhoods.

Policy 1.7.4

Land uses that generate high traffic and truck counts shall be encouraged to locate adjacent to arterial roads and mass transit systems.

Justification: This request is consistent with Policy 1.7.4 of the Future Land Use Element because the non-residential areas of Secret Promise will be located within close proximity to C.R. 48 and the intersection of C.R. 470 and the Florida Turnpike.

Policy 1.13.5

Schools shall be located in close proximity to existing or anticipated concentrations of residential development with the exception for high schools and specialized schools which are suitable for other locations due to their special characteristics.

Justification: This request is consistent with Policy 1.13.5 of the Future Land Use Element because the developer is committed to donating an elementary school site to Lake County Public Schools to be located at the center of the development, in close proximity to the residential neighborhoods. In addition, the developer is committed to reserving a middle school site on the property, which will be available for purchase by the Lake County School Board.

Policy 1.13.8

New school sites should have frontage on or direct access to a collector or arterial road and should have suitable ingress and egress for pedestrians, bicycles, cars, buses, service vehicles, and emergency vehicles.

Justification: This request is consistent with Policy 1.13.8 of the Future Land Use Element because the school sites the developer has reserved are located on the spine road traversing the northern portion of the property, which connects C.R. 48 and C.R. 470. The proposed school sites are suitably sized, per Lake County School Board standards, and the design of these facilities will ensure suitable ingress and egress.

Policy 1.13.9

To the extent possible, during pre-development program planning and school site selection activities, the City shall coordinate with the Lake County School Board to collocate public facilities, such as parks, libraries, and community centers, with schools.

Justification: This request is consistent with Policy 1.13.9 of the Future Land Use Element because the developer has coordinated with Lake County Public Schools to ensure the reserved school sites are appropriately sized and are in the appropriate location. The ±59-acre community park is adjacent to the school sites, creating the potential for shared facilities.

The following Objective 1.14 of the Future Land Use Element and the associated policies are proposed. The proposed Secret Promise Future Land Use map amendments are consistent with the proposed policies as indicated below. Underline indicates proposed policies.

Objective 1.14

The City shall apply the Mixed-Use Future Land Use designation where appropriate. The Mixed-Use land use designation requires a mixture of compatible uses, which reinforces an efficient pattern of development, reduces excessive travel demands, promotes multi-modal transportation opportunities, is bicycle and pedestrian-friendly, seeks a jobs-housing balance, provides varied housing opportunities, protects and enhances sensitive environmental areas, and provides sites for schools, parks, and other community services. The Mixed-Use designation is intended for newly developing areas which are suitable for urban development and are under unified control for master planning. The purpose of the Mixed-Use designation is to encourage flexible and creative site design.

Policy 1.14.1

The Mixed-Use Land Use designation requires a mix of residential, commercial, and office land uses, and allows light industrial, office, hotel, institutional, and recreational land uses. All development designated Mixed-Use shall be rezoned to a Planned Unit Development (PUD). The PUD ordinance shall establish the permitted development program and may include a land use conversion matrix that will allow the developer to modify the approved acreages and/or square feet permitted for each land use, within certain defined thresholds.

Justification: This request is consistent with proposed Policy 1.14.1 of the Future Land Use Element because Secret Promise will be developed as a mixed-use development, including residential, retail, office and institutional uses as well as a hotel and light industrial uses. Secret Promise will be developed as PUD.

Policy 1.14.2

The Mixed-Use designation shall apply to contiguous property that is a minimum of 100 net developable acres, where net developable refers to the total acreage of the property, less wetlands and water bodies.

Justification: This request is consistent with proposed Policy 1.14.2 of the Future Land Use Element because Secret Promise consists of ±2,104 net developable acres.

Policy 1.14.3

The following minimum and maximum floor area ratios/densities shall be applied:

<u>LAND USE</u>	<u>MINIMUM</u>	<u>MAXIMUM</u>
<u>Residential</u>	<u>3 DU/net ac</u>	<u>10 DU/net ac</u>
<u>Commercial</u>	<u>.15 FAR</u>	<u>2.00 FAR</u>
<u>Office</u>	<u>.15 FAR</u>	<u>2.00 FAR</u>
<u>Light Industrial</u>	<u>.15 FAR</u>	<u>2.00 FAR</u>
<u>Hotel</u>	<u>10 rooms/net ac</u>	<u>60 rooms/net ac</u>
<u>Institutional</u>	<u>N/A</u>	<u>N/A</u>

The following mix of uses, calculated as a percentage of net developable acreage (total acreage less wetlands and water bodies), shall be applied. Residential over retail or office shall be permitted in mixed-use areas but the residential component shall be excluded from the percentage calculation of net developable acreage below:

<u>LAND USE</u>	<u>MINIMUM</u>	<u>MAXIMUM</u>
<u>Residential</u>	<u>50%</u>	<u>80%</u>
<u>Commercial</u>	<u>5%</u>	<u>25%</u>
<u>Office</u>	<u>5%</u>	<u>25%</u>
<u>Light Industrial</u>	<u>0%</u>	<u>25%</u>
<u>Hotel</u>	<u>0%</u>	<u>25%</u>
<u>Institutional</u>	<u>N/A</u>	<u>N/A</u>

Justification: This request is consistent with proposed Policy 1.14.3 of the Future Land Use Element because Secret Promise will adhere to these land use and density standards. The proposed net density of Secret Promise is 3.3 units per acre. The proposed office, retail, and light industrial uses will be developed with a FAR of .15 to 2.00.

Please see the table on the following page for the proposed development program:

Secret Promise Proposed Land Uses			
Proposed Land Use	Acres	Percent of Net Developable Area	Range Required per Proposed Policy 1.14.3
Residential	1,456	69.20%	50% - 80%
Retail	163	7.75%	5% - 25%
Office	199	9.46%	5% - 25%
Hotel	-	-	0% - 25%
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Industrial	64	3.04%	0% - 25%
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Subtotal: Net Developable Area	2,104	100.00%	
Conservation	1,643	n/a	
TOTAL	3,747	n/a	

Note: The hotel is to be located within the area designated office.

Policy 1.14.4

Residential uses shall be located so as to facilitate bicycle/pedestrian access to retail, office, and other non-residential uses, and to future transit links. Residential uses may be vertically integrated with office and retail uses. Mixed-Use developments shall include a diversity of housing types to provide options for residents from a wide range of economic levels and age groups. Attached housing units in the form of apartments, condominiums, and/or townhomes, shall be required.

Justification: This request is consistent with proposed Policy 1.14.4 of the Future Land Use Element because the project will be compact, pedestrian-friendly, and linked by a bicycle/pedestrian network. The development will accommodate a future transit link, should transit become available to the property. Residential, retail, and office uses may be vertically mixed. The development will include a mixture of housing types, and will include multi-family residential units.

Policy 1.14.5

A bicycle/pedestrian network shall connect the residential neighborhoods with non-residential uses and recreational areas. A network of interconnected on-site roadways shall be established to reduce travel time and external trips.

Justification: This request is consistent with proposed Policy 1.14.5 of the Future Land Use Element because the development of Secret Promise will include a bicycle/pedestrian network linking the residential, non-residential, and recreation areas, and will include an interconnected on-site road system.

Policy 1.14.6

The PUD ordinance shall include design guidelines that emphasize the pedestrian experience and promote a sense of place. Design guidelines shall include: building mass and form; pedestrian, bicycle, and vehicular circulation; vehicular access; sidewalks; setbacks; open space; parking; service areas; architectural standards; materials; lighting; signage; and streetscapes.

Justification: This request is consistent with proposed Policy 1.14.6 of the Future Land Use Element because Secret Promise will be developed as a PUD. Secret Promise will be designed as a compact, mixed-use, pedestrian-friendly community. The design guidelines will be established with the development of the PUD ordinance.

Policy 1.14.7

Office uses shall be positioned to attract high-tech/high-value employment. Design of office uses may include corporate campus style development.

Justification: This request is consistent with proposed Policy 1.14.7 of the Future Land Use Element because the development of Secret Promise will include 1.5 million square feet of office space, to be situated near the interchange of Florida's Turnpike and C.R. 470.

Policy 1.14.8

Institutional land uses shall be comprised of schools, civic, cultural, and recreational uses. Parks and other recreational facilities shall be located and designed to encourage frequent use and enhance the community's quality of life. The design of Mixed-Use developments shall be consistent with the City's Level of Service standards for parks and recreation, set forth in Policy 1.1.1 of the Recreation and Open Space Element of the Comprehensive Plan. The location and timing of schools shall be addressed within the PUD ordinance. Where possible, schools shall be co-located with parks and other public facilities.

Justification: This request is consistent with proposed Policy 1.14.8 of the Future Land Use Element because the development of Secret Promise will include a ±59-acre community park, and neighborhood parks and pocket parks will be designed throughout the development. The design of recreation facilities within Secret Promise will be consistent with Policy 1.1.1 of the Recreation and Open Space Element. The developer of Secret Promise is committed to donating an elementary school site to Lake County Schools, and has reserved a middle school site, available for purchase by Lake County Schools. Both school sites will be co-located with the community park.

RECREATION AND OPEN SPACE ELEMENT

Goal 1

The City of Leesburg shall provide adequate open space, parks, and recreation facilities to serve the needs of all residents of the City of Leesburg.

Objective 1.7

Private Development. As a part of new residential development, the City of Leesburg shall coordinate and encourage the provision of mini-parks as either individual sites, or as part of larger parks to meet the City's recreation and open space demands.

Policy 1.7.2

As stated in the City's Land Development Code, developers shall donate open space and recreation sites for public use, where such planned private development will cause the adopted levels of service to be exceeded. The amount of such donations shall be based on adopted local levels of service and the transfer shall be completed prior to the issuance of a final development order.

Justification: This request is consistent with Policy 1.7.2 of the Recreation and Open Space Element because the developer will donate ± 59 acres for a community park at the center of the development. In addition, the developer is preserving $\pm 1,643$ acres of wetlands and uplands onsite, which will be served by low-impact nature trails and will function as open space and passive recreation space. Finally, each residential neighborhood will contain neighborhood parks and pocket parks, which will be designed at the site plan development stage.

TRAFFIC CIRCULATION ELEMENT

Policy 1.3.3

The City shall encourage increased land use densities and mixed uses, consistent with the Future Land Use Element, to enhance the feasibility of transit and promote alternative transportation modes.

Justification: This request is consistent with Policy 1.3.3 of the Traffic Circulation Element because Secret Promise is to be developed as a compact, mixed-use, sustainable development incorporating a variety of land uses. A bicycle/pedestrian pathway network will connect the residential neighborhoods to the commercial, light industrial, office, schools, civic, and recreational areas, thereby reducing dependence on the automobile.

HOUSING ELEMENT

Goal 1

Provision of Housing. Provide decent, safe, and sanitary housing in suitable neighborhoods at affordable costs to meet the needs of the present and future residents of the City of Leesburg.

Justification: This request is consistent with Goal 1 of the Housing Element because this development will include 7,000 residential units, comprising single-family units, attached units and some age-restricted housing. Varied housing typologies and a diverse mix of housing choices will

create a wide range of housing opportunities to serve the needs of current and future residents of the City.

CONSERVATION ELEMENT

Goal 1

To conserve, protect, and appropriately manage the natural resources of Leesburg and the surrounding area to ensure high environmental quality and the well-being of all citizens.

Justification: This request is consistent with Goal 1 of the Conservation Element because the developer will preserve ±1,643 acres, 44% of the total acreage of the property, including ±1,491 acres or 96% of the total wetlands on the property. The remaining ±152 acres consists of uplands to be preserved for wildlife habitat and open space. The upland preservation area includes ±59 acres on the western border of the site that will provide habitat for listed species, and will be part of a larger conservation area extending into the Renaissance Trails DRI, adjacent to Secret Promise.

Comparison Chart

Secret Promise

Use	Current Entitlements	Proposed Development Program per the DRI
Residential Units	7,888	7,000
Commercial Space	14.5 million sq. ft.	1.6 million sq. ft.
Industrial Space	38.8 million sq. ft.	0.5 million sq. ft.
Office Space	n/a	1.5 million sq. ft.
Institutional/Civic Space	n/a	50,000 sq. ft.
Hotel Rooms	n/a	400 rooms
Conservation	±790 acres	±1,643 acres