

EXHIBIT A

RETURN TO:
Fred A. Morrison
McLin & Burnsed P.A.
Post Office Box 491357
Leesburg, Florida 34749-1357

Annexation

THIS AGREEMENT entered into as of the 23 day of October, 2007, between **THE CITY OF LEESBURG, FLORIDA**, P.O. Box 490630, Leesburg, Florida 34749-0630, hereafter referred to as the "City," and Hawthorne Residents Cooperative Association, Inc., whose address is 100 Hawthorne Blvd, Leesburg, Fl 34748, hereafter referred to as the "Developer,"

WITNESSETH:

That Developer owns the real property legally described on Exhibit "B" attached, and has applied to annex that property (hereafter referred to as the "Property") into the City. The parties have entered into this Agreement to set forth certain understandings between them regarding how the Property is to be developed, and which party will be responsible for various expenses connected to the use and development of the Property, if it is annexed into the City and subsequently developed.

NOW THEREFORE, for and in consideration of the mutual covenants and promises contained herein, and of the consideration being given by the City to annexation of the Property into its municipal limits, as well as other good and valuable considerations, receipt whereof is hereby acknowledged, the parties do hereby agree as set forth below:

1. To incorporate Exhibit "C" Hawthorne Residents Cooperative Association, Inc. the Planned Unit Development Agreement dated September 20, 2007, or as maybe subsequently amended, in to this Annexation Agreement.

2. Developer shall bear all responsibility, financial and otherwise, for the construction and installation of the following utility infrastructure and other improvements related to the use and development of the Property, all of which shall be constructed to the applicable specifications imposed by the ordinances and regulations of the City in effect at the time of construction. Developer shall dedicate on the plat, or otherwise grant to the City, free of liens or encumbrances other than those which are duly subordinated, easements for water, reuse water, and sewer lines and all other utilities mentioned herein, and shall upon approval of the lines by the City, convey title to all utility lines and related infrastructure (such as, but not limited to, lift stations) to the City by deed, bill of sale or other appropriate document. The City shall not be obligated to accept for maintenance any utility lines, roads or other items constructed by the Developer which do not meet the specifications and requirements pertaining thereto as set forth in applicable laws, rules and regulations in effect at the time of construction.

- A. All interior roads, together with such turning lanes, acceleration and deceleration lanes, traffic signals, signs, striping, and other road improvements, on site or off site, as are necessary to the efficient handling of the traffic to be generated by the proposed development of the Property, and to meet the concurrency requirements imposed by law. Roads and other public thoroughfares within the Property shall be dedicated to the public on the plat or in some other manner, unless Developer desires and intends that the roads remain private, in which case the plat, recorded restrictions or other appropriate documents shall contain notice to all purchasers of land within the Development that they, and not the City, will be responsible for maintenance of the roads.
- B. All supply lines for potable water service to each residential, commercial or industrial unit constructed on the Property. This shall include the responsibility to construct such off site lines as are necessary to hook the Property onto the City's potable water system at the nearest location where there is a supply line of sufficient size to serve the needs of the proposed development.
- C. Separate water supply lines to carry treated wastewater ("Reuse Water") to be utilized for irrigation and other purposes for which the use of Reuse Water is approved by applicable laws, rules and regulations. This shall include the responsibility to construct such off site lines as are necessary to hook the Property onto the City's reuse water system at the nearest location where there is a supply line of sufficient size to serve the needs of the proposed development.
- D. Natural gas lines to supply each structure constructed on the Property with natural gas. This shall include the responsibility to construct such off site lines as are necessary to hook the Property onto the City's natural gas supply system at the nearest location where there is a supply line of sufficient size to serve the needs of the proposed development.
- E. Wastewater lines and any necessary lift stations to convey wastewater from each structure on the Property to the City's wastewater treatment system. This shall include the responsibility to construct such off site lines as are necessary to hook the Property onto the City's wastewater treatment system at the nearest location where there is a collection line of sufficient size to serve the needs of the proposed development.
- F. Electrical transmission lines shall be placed underground to serve each structure on the Property. If the Property is not within the City's electrical service area, the requirement to convey the electrical supply lines to the City shall not apply, however Developer shall still be required to dedicate easements sufficient in size and location for the placement, maintenance, repair, upgrade and improvement of the electrical supply system by the utility in whose service area the Property is located.
- G. Fiber optic cables to serve each structure constructed on the Property with data and other services capable of transmission over such lines. Provided, however, this requirement is only applicable if the City's fiber optic cable system is

available adjacent to the Property at the time of construction/improvement plan approval by the City.

- H. If in its discretion the City desires to have any of the foregoing utility lines oversized for any reason, such as but not limited to serving future development, it may require Developer to install the oversized lines but the City shall pay the difference in cost between the lines which would have been adequate to serve the Property, and the cost of the oversized lines required by the City.
- I. Developer shall be responsible for the installation of a natural gas water heater and natural gas furnace in eighty percent (80%) of all homes in the development.

3. At the time of building permit approval, or other time as specified by City or Lake County ordinance, Developer shall pay all applicable impact fees, connection charges, or other legally adopted fees and costs required by the City or Lake County.

4. Nothing in this Annexation Agreement shall be construed to exempt the Developer or the Property from any requirements imposed by the City code or other applicable laws, rules and regulations regarding any permits or approvals necessary for the anticipated development of the Property, including but not limited to, platting, building permits, zoning or conditional use permits or amendments to the Future Land Use Element of the Comprehensive Plan as required for the uses to which Developer proposes to put the Property, site plan approvals, or other permitting requirements imposed by local, state or federal government, or any agency thereof.

5. Developer understands and acknowledges that by entering into this Annexation Agreement, the City is not committing to approve any aspect of the proposed development of the Property, or to do any other act which requires public hearings or approval by the City Commission or other agency or body of the City such as the Planning Commission. All decisions regarding zoning, land use, permitting, and other such approvals, must be made by the body having jurisdiction over such decision under applicable law, and in accordance with all public hearing and participation requirements now or hereafter in effect. This Annexation Agreement shall not be effective, nor shall it be binding on either party, until such time as the Property has been duly annexed into the municipal limits of the City in accordance with all applicable requirements including notice to surrounding property owners and public hearings which are in accordance with Florida Statutes, and the City's Code of Ordinances. The City does not, by negotiation of this Annexation Agreement with the Developer, intend to commit itself to annex the Property, and shall not be obligated to do so. However, if the City denies Developer's petition to annex the Property into its municipal limits, this Annexation Agreement shall become void and of no force or effect once the decision of the City Commission to deny the petition to annex has become final and is no longer subject to appeal.

6. Venue for any action or proceeding arising under this Annexation Agreement shall be in Lake County, Florida. This Annexation Agreement shall be construed in accordance with the laws of Florida. In the event of any litigation arising under this Annexation Agreement, the prevailing party shall be entitled to recover its reasonable court costs and attorneys' fees at both the trial and appellate levels, in addition to any other relief obtained.

IN WITNESS WHEREOF, the parties have caused their duly authorized officers to set their hands and seals to this Annexation Agreement.

WITNESSES:

[Signature]

Charles D. Johnson

Type or print name of witness

Dan Gordon

Type or print name of witness

Dan Gordon

DEVELOPER:

BY: George L. Wolf

George L. Wolf
President
Hawthorne Residents Cooperative Association, Inc

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned Notary Public, George L. Wolf, President for Hawthorne Residents Cooperative Association, Inc. personally appeared before me and acknowledged on the 23rd day of OCTOBER, 2007, that he executed the foregoing instrument in said capacity. He is {CHECK ONE} personally known to me, or else who produced _____ as identification.

[Signature]
NOTARY PUBLIC

Charles D. Johnson
My Commission DD308728
Expires April 08, 2008

Commission Number

Type or print name of Notary

Commission Expiration Date

THE CITY OF LEESBURG, FLORIDA

BY: _____
MAYOR

Attest: _____
CITY CLERK

Approved as to form and content:

CITY ATTORNEY

**STATE OF FLORIDA
COUNTY OF LAKE**

BEFORE ME, the undersigned Notary Public, personally appeared _____, as Mayor, and _____, as City Clerk, who appeared personally before me and acknowledged on the ____ day of _____, 2007, that they executed the foregoing instrument on behalf of the CITY OF LEESBURG, FLORIDA, and who were either {CHECK ONE} personally known to me, or else who produced _____ as identification.

NOTARY PUBLIC

Commission Number

Type or print name of Notary

Commission Expiration Date

EXHIBIT B

Legal Description

CASE #:049-1-080907

LEGAL DESCRIPTION:

THAT PART OF SECTIONS 13 AND 14, OF TOWNSHIP 20 SOUTH, RANGE 24 EAST, IN LAKELAND COUNTY, FLORIDA, BOUND OFF AND DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF THE NORTHEAST 1/4 OF SECTION 14, TOWNSHIP 20 SOUTH, RANGE 24 EAST, RUN N.88°45'50"W ALONG THE NORTH LINE OF THE NORTHEAST 1/4 A DISTANCE OF 661.42 FEET TO THE NORTHWEST CORNER OF THE EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 14; THENCE S.00°07'17"E, ALONG THE WEST LINE OF THE EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 14 A DISTANCE OF 350.00 FEET TO THE POINT OF BEGINNING OF THIS DESCRIPTION, FROM SAID POINT OF BEGINNING RUN S.89°40'22"E, 1985.19 FEET TO A POINT ON THE EAST LINE OF THE WEST 1/2 OF THE NORTHWEST 1/4 OF THE AFOREMENTIONED SECTION 13, TOWNSHIP 20 SOUTH, RANGE 24 EAST; THENCE S.00°07'19"E ALONG THE EAST LINE OF THE WEST 1/2 OF THE NORTHWEST 1/4 A DISTANCE OF 1355.56 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF STATE HIGHWAY 48, SAID RIGHT-OF-WAY BEING 100 FEET IN WIDTH; THENCE S.64°44'49"W ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF STATE HIGHWAY 48, A DISTANCE OF 422.72 FEET TO THE BEGINNING OF A CURVE CONCAVED NORTHWESTERLY AND HAVING A RADIUS OF 5679.55 FEET; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE AND SAID NORTHERLY RIGHT-OF-WAY LINE THROUGH A CENTRAL ANGLE OF 04°04'52" AN ARC LENGTH OF 404.55 FEET; THENCE LEAVING SAID NORTHERLY RIGHT-OF-WAY LINE RUN N.00°07'17"W, 378.47 FEET; THENCE N.89°40'27"W, 920.00 FEET; THENCE S.90°07'17"E, 651.14 FEET TO A POINT ON THE AFOREMENTIONED NORTHERLY RIGHT-OF-WAY LINE OF STATE HIGHWAY 48, SAID RIGHT-OF-WAY BEING 100 FEET IN WIDTH, SAID POINT ALSO BEING ON A CURVE CONCAVED NORTHWESTERLY AND HAVING A RADIUS OF 5679.58 FEET AND A RADIAL BEARING OF S.11°29'43"E; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE AND SAID NORTHERLY RIGHT-OF-WAY LINE OF STATE HIGHWAY 48 THROUGH A CENTRAL ANGLE OF 02°14'32" AN ARC LENGTH OF 222.28 FEET; THENCE LEAVING SAID NORTHERLY RIGHT-OF-WAY LINE RUN N.01°44'21"E, 264.99 FEET; THENCE N.88°47'31"W, 101.44 FEET TO A POINT ON THE WEST LINE OF THE EAST 1/4 OF THE NORTHEAST 1/4 OF THE AFOREMENTIONED SECTION 14, TOWNSHIP 20 SOUTH, RANGE 24 EAST; THENCE N.00°07'17"W, ALONG THE WEST LINE OF THE EAST 1/4 OF THE NORTHEAST 1/4 A DISTANCE OF 1749.07 FEET TO THE POINT OF BEGINNING.

Alternate Key Numbers: 1066964, 1081912, 1775299, 1066948, 1081921, 1296650 and 3246586

EXHIBIT C

CASE #:049-1-080907

HAWTHORNE S.R. 48 DEVELOPMENT
PLANNED UNIT DEVELOPMENT CONDITIONS
SEPTEMBER 20, 2007

This Planned Unit Development Conditions for a PUD (Planned Unit Development) District is granted by the City of Leesburg Planning Commission, Lake County, Florida to Hawthorne Residents Cooperative Association, Inc., "Permittee" for the purposes and subject to the terms and conditions as set forth herein pursuant to authority contained in Chapter 25 "Zoning", Section 25-278 "Planned Unit Development" of the City of Leesburg Code of Ordinances, as amended.

BACKGROUND: The "Permittee" is desirous of obtaining a Planned Unit Development (PUD) zoning district to allow construction of a proposed mixed use development comprised of a maximum of 159,990 sq. ft. in residential assisted facilities and commercial development consisting of a maximum of 240,330 sq. ft. on approximately 68 acres, located northwest of the intersection of County Road 33 and County Road 48, on a site within the City of Leesburg in accordance with their PUD application and supplemental information.

1. PERMISSION is hereby granted to Hawthorne Residents Cooperative Association, Inc., to construct, operate, and maintain a Planned Unit Development in and on real property in the City of Leesburg. The property is more particularly described as follows:

LEGAL DESCRIPTION:

See attached legal Exhibit B.

2. LAND USE

The above described property, containing approximately 68 acres, shall be used for mixed use residential and commercial development, pursuant to City of Leesburg development codes and standards.

A. Residential Development

1. The maximum gross density for the residential assisted units shall not exceed 5.0 units per residential acre. Other similar lot mixtures may be approved by the Planning and Zoning Manager. (See C.5 for commercial areas)
2. A minimum yard setback shall be maintained for buildings with residential assisted units of fifty (50) feet from all road right-of-ways and easements bounding the project area.
3. Minimum distance between structures shall be 30 feet; measured from building wall to building wall.
4. Corner lots shall have a minimum side yard setback of 20 feet from the public right-of-way.

5. Accessory structures shall have a minimum rear and side setback of 20 feet and single accessory structures that are not attached to the principal structure shall not occupy more than 30 percent of the required rear yard.
6. City staff as part of the plan approval process shall approve final lot sizes and setbacks based on the general intent of the PUD design
7. Impervious surface coverage shall not exceed 50 percent with open space of a minimum of 50 percent.
8. Maximum building height shall not exceed four stories or 50 feet.
9. Permitted Uses:
 - a. Residential assisted units (ACLF and Nursing Home) attached;
 - b. Accessory structures;
 - c. Temporary modular sales center and construction office not to exceed one year from start of construction of project.

B. Recreational Development

1. Recreational development provided on the site shall include active and passive uses, as well as enclosed or un-enclosed recreational space, devoted to the common use of the residents. Such recreation space shall consist of not less than two hundred (200) square feet of space per dwelling unit. In computing usable recreation space, the following items may be considered at one and twenty-five hundredths (1.25) times the actual area.
 - a. Recreational activities such as play grounds, basket ball, tennis and hand ball courts, etc.
 - b. Developed recreational trails which provide access to the public trail system.
 - c. Swimming pool, including the deck area which normally surrounds such pools.
 - d. Indoor recreation rooms provided such rooms are permanently maintained for the use of residents for recreation.
2. The Planned Development shall provide pedestrian accessibility from all areas to any proposed recreational areas.
3. Recreational areas totaling approximately one acre shall be provided and developed by the developer with type and location of improvements to be determined by staff as part of the Preliminary Subdivision approval process.
4. Recreational vehicle parking, if applicable, shall be restricted through deed restrictions/covenants which shall prohibit parking within the development unless an approved designated area is provided. If provided, the area shall be buffered and final location will be determined by staff as part of the Preliminary Subdivision approval process.

5. In addition, the development shall dedicate a twenty-five (25) foot tract of land to the City adjacent to CR-48 to be reserved for use as a public trail. Such trail shall be developed by the developer per City trail requirements. Some credit may be allowed toward the required recreation areas depending on final determination of overall recreation and trail development plans. Final location and design shall be determined during the preliminary plan/site plan review process.

C. Commercial, Office and Community Facilities

1. Town designed Commercial Center area of approximately 104,330 sq. ft shall be situated at the northern center of the development. Primary design orientation of the center will be toward the interior boulevard roadway. Final determination of design and location of commercial areas shall be approved during the Preliminary Subdivision Plan/Site Plan approval process.
2. Allowable uses shall be those uses as described below:
 - Restaurant, General
 - Professional Office
 - Medical Services / Facilities
 - Retail, General
 - Storage Area
 - Salon / Barber Shop
3. The minimum development standards shall be those of the C-2 (Community Commercial) Zoning District of the Code of Ordinances. Lot sizes and setbacks may be adjusted by staff during the site plan review process.
4. Maximum impervious surface ratio for the designated commercial areas shall not exceed seventy (70) percent ISR unless residential units are located above fifty (50) percent of the commercial/office areas. With residential units the ISR shall increase to eighty (80) percent.
5. The inclusion of residential units shall not exceed 8.0 units per acre for commercial areas.
6. Maximum building height shall not exceed three stories or 40 feet unless residential units are included; then maximum building height shall increase to four stories or 50 feet.
7. Commercial development areas shall be properly screened from residential areas with a buffer in accordance with the City of Leesburg Land Development Code (as amended).
8. Access to the commercial development areas shall be primarily from internal roadway. Pedestrian access shall be provided from the residential areas to the commercial area and connection to the City's trail system shall be reviewed during the site plan review process.
9. The approximate 75,000 sq. ft. of commercial development shall be located in the eastern and western entrances to the development, and shall be accessed through the internal roadways of the development and shall have designs compatible and similar

to the town center concepts. In addition, they shall be properly screened from residential areas with a buffer in accordance with the City of Leesburg Land Development Code (as amended).

D. Open Space and Buffer Areas

1. All wetlands on the project site shall be identified and the location and extent of each wetland shall be determined by St. Johns River Water Management District and/or U.S. Army Corp of Engineers. Each wetland shall be placed on a suitable map, signed and sealed by a surveyor registered to practice in Florida and shall be submitted as part of the preliminary plan application.
2. Buildings or structures shall be an average of 50 feet from any wetland jurisdiction boundary. Under no circumstances shall the minimum buffer width be less than 30 feet.
3. Wetlands shall have a minimum upland buffer as established by St. Johns River Water Management District and/or U.S. Army Corp of Engineers; whichever is more restrictive. All upland buffers shall be naturally vegetated and upland buffers that are devoid of natural vegetation shall be re-planted with native vegetation or as required by St. Johns River Water Management District and/or U.S. Army Corp of Engineers.
4. Land uses allowed within the upland buffers are limited to hiking trails, walkways, passive recreation activities and stormwater facilities as permitted by St. Johns River Water Management District.
5. If wetland alteration is permitted by St. Johns River Water Management District and/or U.S. Army Corp of Engineers, wetland mitigation shall be required in accordance with permit approvals from St. Johns River Water Management District or U.S. Army Corp of Engineers, whichever is more restrictive.
6. A wildlife/historical/archaeological management plan for the project site shall be prepared based on the results of an environmental assessment of the site and any environmental permit required from applicable governmental agencies. The management plan shall be submitted to the City as part of the preliminary plan application. The Permittee shall designate a responsible legal entity that shall implement and maintain the management plan.
7. To the extent practical, wetlands shall be placed in a conservation easement, which shall run in favor of, and be enforceable by, St. Johns River Water Management District or another legal entity such as a homeowners association. The conservation easement shall require that the wetlands be maintained in their natural and unaltered state. Wetlands shall not be included as a part of any platted lot, other than a lot platted as a common area, which shall be dedicated to St. Johns River Water Management District or another legal entity such as a homeowners association for ownership and maintenance.
8. A one hundred (100) foot wide vegetative landscaped buffer shall be required along the east, west and south boundaries of the development. In addition, a four hundred (400) foot wide vegetative landscaped buffer shall be required along the north boundary of the development. Along C.R. 48 adjacent to the accesses where the commercial buildings are located, a thirty (30) buffer/setback for buildings shall be required. This buffer shall require a landscape berm unless there is an existing

naturally heavily wooded area. Buffer widths may be reduced by the Planning and Zoning Manager if a wall is used as a buffer. Buffers shall retain existing healthy trees, shrubs and ground cover and shall include additional plantings where needed as provide in D.9 below.

- a. The property boundary lines adjacent to the single family residence to the south, in addition, shall have an eight (8) foot decorative solid fence or wall with landscaping. The exact design and location of the wall shall be determined during the site plan review process.

9. Landscaping of any required buffer areas shall be as follows:

For each one hundred (100) linear feet, or fraction thereof, of boundary, the following plants shall be provided in accordance with the planting standards and requirements of the Land Development Code.

- a. Two (2) canopy trees
- b. Two (2) ornamental trees
- c. Thirty (30) shrubs
- d. The remainder of the buffer area shall be landscaped with grass, groundcover, and/or other landscape treatment.
- e. Existing vegetation in the required buffer shall be protected during construction.
- f. Variations to the landscape requirements may be approved by the Planning and Zoning Manager as long as the intent of the PUD is maintained.

E. Development Phasing

1. The proposed project may be constructed in phases in accordance with the Planned Unit Development Master Plan (attached as part of these conditions). The residential portion of the property may be developed prior to the commercial portion of the property which shall be developed as a separate phase. Changes to the Development Plan, other than those conditions described in this agreement, shall be revised in accordance with the Planned Unit Development review process.
2. Implementation of the project shall substantially commence within 24 months of approval of this Planned Unit Development. In the event the conditions of the PUD have not been implemented during the required time period, the PUD shall be scheduled with due notice for reconsideration by the Planning Commission at their next available regular meeting. The Planning Commission will consider whether to extend the PUD approval or rezone the property to RE-1 (Estate Density Residential) or another appropriate zoning classification less intense than the development permitted by these PUD Conditions.

3. STORMWATER MANAGEMENT / UTILITIES

Prior to receiving final development approval, the Permittee shall submit a stormwater management plan and utility plan acceptable to the City of Leesburg. Water, wastewater and

natural gas services will be provided by the City of Leesburg. Prior to any clearing, grubbing, or disturbance of natural vegetation in any phase of the development, the Permittee shall provide:

- A. A detailed site plan that demonstrates no direct discharge of stormwater runoff generated by the development into any wetlands or onto adjacent properties.
- B. A stormwater management system designed and implemented to meet all applicable St. Johns River Water Management District and City of Leesburg requirements.
- C. A responsible legal entity for the maintenance of the stormwater management system on the plat prior to the approval of the final plat of record. A homeowners association is an acceptable maintenance entity.
- D. The 100-year flood plain shown on all plans and lots.
- E. The appropriate documentation that any flood hazard boundary has been amended in accordance with Federal Emergency Management Agency requirements, if the 100 year flood plain is altered and /or a new 100 year flood elevation is established in reference to the applicable flood insurance rate map.
- F. A copy of the Management and Storage of Surface Waters permit obtained from St. Johns River Water Management District.
- G. A detailed site plan that indicates all the provisions for electric, water, sewer, and/or natural gas in accordance with the City of Leesburg Land Development Codes.
- H. Developer shall bear all responsibility, financial and otherwise, for the construction and installation of utility infrastructure and other improvements related to the use and development of the property including such off site improvements required by the City, all of which shall be constructed to the applicable specifications imposed by the ordinances and regulations of the City in effect at the time of construction.
- I. Developer shall be responsible for the installation of a natural gas water heater and natural gas furnace in eighty percent (80%) of all homes in the development.

4. TRANSPORTATION IMPROVEMENTS

- A. All transportation improvements shall be based on a current traffic analysis and shall be contingent upon Preliminary Subdivision Plan approval by City staff during the development review and permitting process.
- B. Vehicular access to the project site shall be provided by a minimum of three public access points, one on Royal Palm Drive to the west and two on C.R.48 to the south. The Royal Palm Drive shall be a controlled restricted access for residents of the Hawthorne Subdivision. The two C.R.48 accesses shall be through public divided boulevard type roads. In addition, the commercial parcels along C.R.48 shall provide cross accesses to the adjacent parcels to the east and west. Actual locations and design of the accesses shall be determined during the Preliminary Subdivision Plan review process and shall include consideration of sidewalks, recreation/trail paths etc. Other potential public accesses such as to the east and northwest will be reviewed during the development review process.
- C. The Permittee shall provide all necessary improvements/paving/right-of-way/signalization within and adjacent to the development as required by FDOT, Lake County and City of Leesburg.

- D. All roads within the development shall be designed and constructed by the developer to meet the City of Leesburg requirements including at a minimum Miami curbs.
- E. Sidewalks shall be provided on both sides of the local internal roads and shall provide cross connections to all recreation and residential areas. Internal road rights-of-ways shall be of sufficient width to contain the sidewalks. All sidewalks shall be constructed in accordance with City of Leesburg Codes.
- F. The Permittee shall be responsible for obtaining all necessary FDOT and Lake County permits and a copy of all permits shall be provided to the City of Leesburg prior to preliminary plan approval.
- G. The City of Leesburg will not be responsible for the maintenance or repair of any of the roads or transportation improvements. The Permittee shall establish an appropriate legal entity that will be responsible to pay the cost and perform the services to maintain the roads and transportation improvements.
- H. A traffic/transportation analysis shall be submitted prior to preliminary plan approval for review and determination of any necessary access improvements. Said improvements will be the responsibility of the Permittee.
- I. At such time that traffic signals are warranted at the intersections adjacent to the proposed project entrances, the Permittee shall pay their pro-rata share of the cost of the signal(s) as determined by City staff.

5. DESIGN REQUIREMENTS

- A. All buildings shall utilize at least three of the following design features to provide visual relief along all elevations of the building.
 - 1. Dormers
 - 2. Gables
 - 3. Recessed or raised entries
 - 4. Covered porch entries
 - 5. Cupolas
 - 6. Pillars or decorative posts
 - 7. Bay window (minimum 12 inch projections)
 - 8. Eaves (minimum 6-inch projections)
 - 9. Off-sets in building face or roof (minimum 16- inch trim).
 - 10. Any other treatment which, in the opinion of the Planning and Zoning Manager, meets the intent of this section.

B. Commercial Town Center Design

- 1. Building frontages shall occupy no less than 75% of the street facing entrance.
- 2. Height. The maximum building height may be increased by 10 feet as an incentive for vertical mixed use buildings, except where adjacent to single-story residential uses.
- 3. Public Entrance. Buildings that are open to the public shall have an entrance for

pedestrians from the street to the building interior. This entrance shall be designed to be attractive and functionally be a distinctive and prominent element of the architectural design, and shall be open to the public during business hours. Buildings shall incorporate lighting and changes in mass, surface or finish to give emphasis to the entrances.

4. Building Façade. No more than 20 feet of horizontal distance of wall shall be provided without architectural relief for building walls and frontage walls facing the street. Buildings shall provide a foundation or base, typically from ground to bottom of the lower windowsills, with changes in volume or material. A clear visual division shall be maintained between the ground level floor and upper floors. The top of any building shall contain a distinctive finish consisting of a cornice or other architectural termination as described below, subsection.
 5. Storefront character. Commercial and mixed-use buildings shall express a “storefront character” with the design elements complimenting residential areas. This guideline is met by providing all of the following architectural features along the building frontage as applicable.
 - a. Corner building entrances on corner lots.
 - b. Regularly spaced and similar-shaped windows with window hoods or trim (all building stories).
 - c. Large display windows on the ground floor. All street-facing, park-facing and plaza-facing structures shall have windows covering a minimum of 40% and a maximum 80% of the ground floor of each storefront’s linear frontage. Blank walls shall not occupy over 50% of a street-facing frontage and shall not exceed 20 linear feet without being interrupted by a window or entry. Mirrored glass, obscured glass and glass block cannot be used in meeting this requirement. Display windows may be used to meet this requirement, but must be transparent and shall not be painted or obscured by opaque panels.
 6. Orientation. The primary building entrances shall be visible and directly accessible from a public street. Building massing such as tower elements shall be used to call-out the location of building entries.
- C. Exterior building materials contribute significantly to the visual impact of a building on the community. They shall be well designed and integrated into a comprehensive design style for the project. The total exterior wall area of front building elevation shall be composed of one of the following:
1. At least thirty-five percent (35%) full-width brick or stone (not including window and door areas and related trim areas), with the balance being any type of lap siding and/or stucco.
 2. At least thirty percent (30%) full-width brick or stone, with the balance being stucco and/or a “cementitious” lap siding. (A “cementitious” lap siding product is defined as a manufactured strip siding composed of cement-based materials rather than wood fiber-based or plastic-based materials. For example, Masonite or vinyl lap siding would not be allowed under this option).

3. All textured stucco, provided there are unique design features such as recessed garages, tile or metal roofs, arched windows etc. in the elevations of the buildings or the buildings are all brick stucco. Unique design features shall be reviewed by the Planning and Zoning Manager for compliance.
 4. Sides and rear of building shall be finished at a minimum with textured stucco and some integration of the front elevation materials and design.
- C. Design of the project shall comply with the intent of Sec. 25-288 Commercial uses (m) *Retail--Large commercial design standards* of the Land Development Code.
 - D. Other similar design variations meeting the intent of this section may be approved by the Planning and Zoning Manager.

6. MISCELLANEOUS CONDITIONS

- A. The uses of the proposed project shall only be those uses identified in the approved Planned Unit Development Conditions. Any other proposed use must be specifically authorized by the Planning Commission in accordance with the Planned Unit Development amendment process.
- B. No person, firm or corporation shall erect, construct, enlarge, alter, repair, remove, improve, move, convert, or demolish any building structure, or alter the land in any manner without first submitting the necessary plans and obtaining appropriate approvals in accordance with the City of Leesburg Codes.
- C. Construction and operation of the proposed use(s) shall at all times comply with City and other governmental agencies rules and regulations.
- D. The transfer of ownership or lease of any or all of the property described in this PUD Agreement shall include in the transfer or lease agreement, a provision that the purchaser or lessee is made good and aware of the conditions pertaining to the Planned Unit Development established and agrees to be bound by these conditions. The purchaser or lessee may request a change from the existing plans and conditions by following the procedures as described in the City of Leesburg Code of Ordinances, as amended.
- E. These PUD Conditions shall inure to the benefit of, and shall constitute a covenant running with the land and the terms, conditions, and provisions hereof, and shall be binding upon the present owner and any successor, and shall be subject to each and every condition herein set out.

7. CONCURRENCY

The proposed land use change or approval would result in demands on public facilities which would exceed the current capacity of some public facilities, such as, but not limited to roads, sewage, water supply, drainage, solid waste, parks and recreation, schools and emergency medical facilities. However, no final development order (building permits) shall be granted for a proposed development until there is a finding that all public facilities and services required for the development have sufficient capacity at or above the adopted level of service (LOS) to accommodate the impacts of the development, or that improvements necessary to bring facilities up to their adopted LOS will be in place concurrent with the impacts of the development.

- A. Utilities

1. Projected Capacities

- a. The City's utility planning efforts draw upon phasing, capacity and service requirements, based upon information provided by the applicant. The City develops its plans consistent with sound engineering principles, prudent fiscal practices and due regard for regulatory compliance.
- b. The development will require construction of new distribution mains, since existing facilities in the service area are not adequate. Should the developer wish to accelerate the construction of such facilities to provide service, the developer will bear the cost of design, permitting and construction. Any such facilities must be constructed in a fashion consistent with the City's master plans and to the City standards and specifications.
- c. The City is in the process of Consumptive Use Permit renewal. The application provides for anticipated demands due to this and other potential development

B. Commitment of Capacity

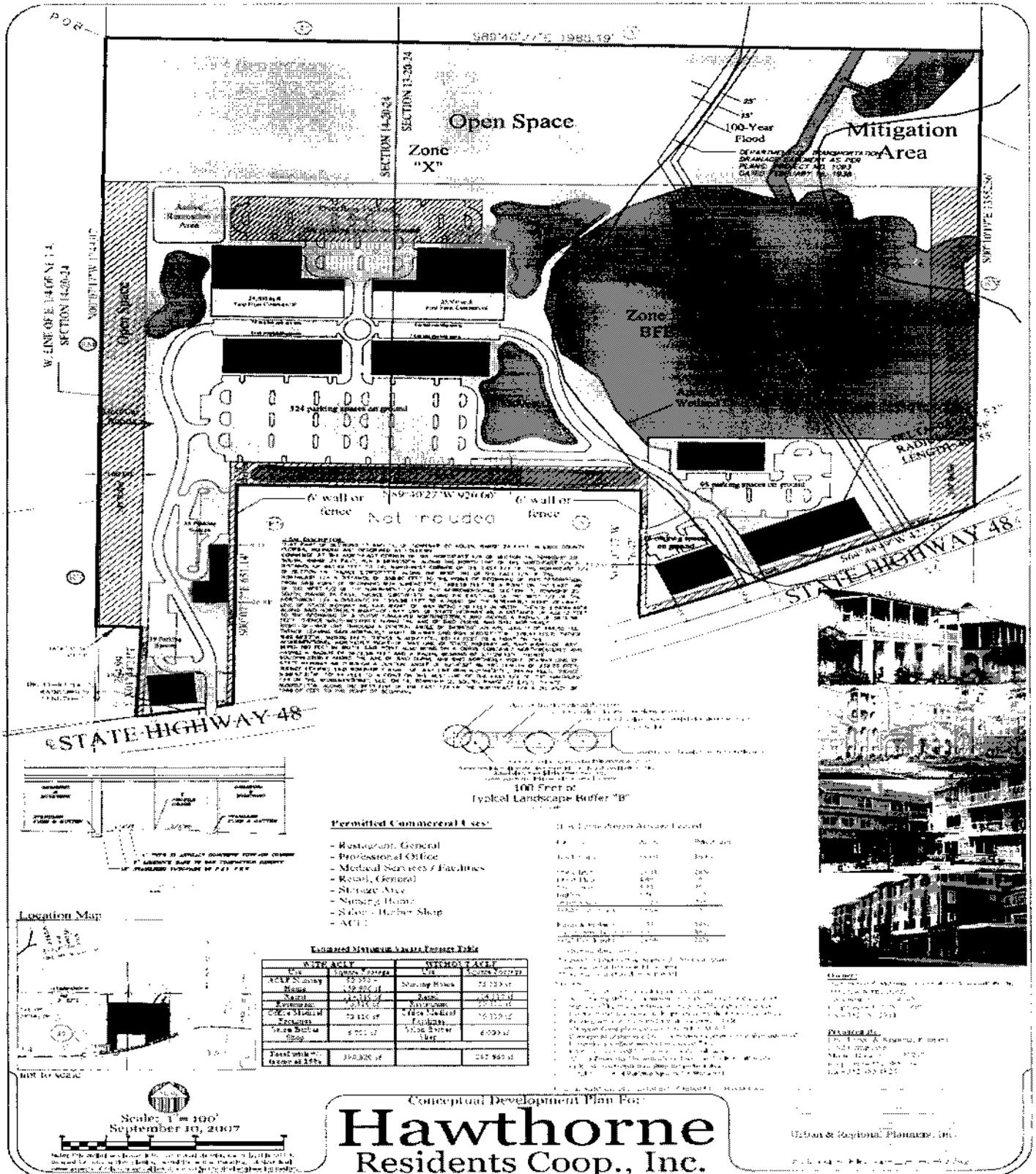
There are no previous commitments of any existing or planned excess capacity.

C. Ability to Provide Services

1. The City intends to provide water, wastewater and reclaimed water services within its service area for the foreseeable future.
2. The City updates its Ten-Year Capital Improvement Plan (CIP) as part of our annual budgetary process. Included within the CIP are water, wastewater, and reclaimed water improvements necessary to provide service to proposed development.
3. The City has completed an impact fee study, based in part on the CIP in order to assure adequate and appropriate funding for required improvements. The combination of master planning and CIP planning has allowed the City to issue bonds to fund new potable water facilities and substantial reuse facilities, among other infrastructure improvements.

Exhibit C

Conceptual Development Plan



Permitted Commercial Uses

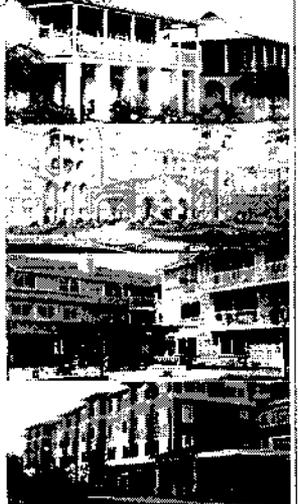
- Restaurant, General
- Professional Office
- Medical Services & Facilities
- Retail (General)
- Service Area
- Nursing Home
- Store/ Barber Shop
- A.C.I.

100 Feet or Typical Landscape Buffer "B"

Use	Height	Area
Professional Office	15'	1,500 sq ft
Medical Services & Facilities	15'	1,500 sq ft
Retail (General)	15'	1,500 sq ft
Service Area	15'	1,500 sq ft
Nursing Home	15'	1,500 sq ft
Store/ Barber Shop	15'	1,500 sq ft
A.C.I.	15'	1,500 sq ft

Estimated Minimum Sales/Parking Table

Use	Minimum Sales	Minimum Parking
Professional Office	\$2,500/yr	10
Medical Services & Facilities	\$2,500/yr	10
Retail (General)	\$10,000/yr	40
Service Area	\$2,500/yr	10
Nursing Home	\$2,500/yr	10
Store/ Barber Shop	\$2,500/yr	10
A.C.I.	\$2,500/yr	10



City of...
 Planning Department
 1000...
 1000...
 1000...

Conceptual Development Plan For
Hawthorne
 Residents Coop., Inc.

Urban & Regional Planning, Inc.