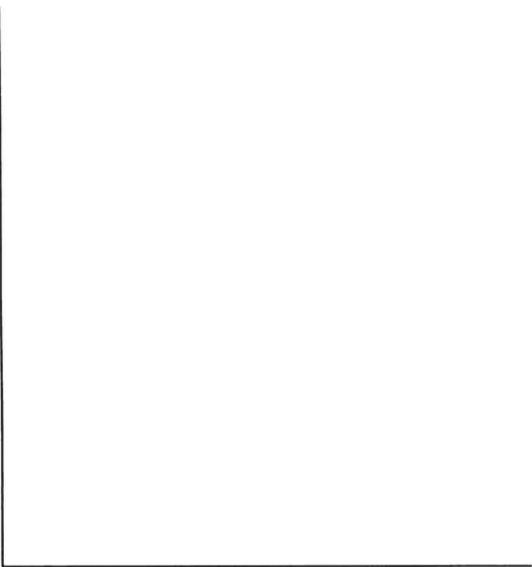


**EXHIBIT A**

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

**Annexation**

(Mary Davena Stephens, Premier Senior Living)



RESERVED FOR RECORDING

**THIS AGREEMENT** entered into as of the \_\_\_\_ day of \_\_\_\_\_, 2006, between **THE CITY OF LEESBURG, FLORIDA**, P.O. Box 490630, Leesburg, Florida 34749-0630, hereafter referred to as the "City," and Mary Davena Stephens (Premier Senior Living), whose address is P.O. Box 956 Silver Creek, GA 30173-0956, hereafter referred to as the "Developer,"

**WITNESSETH:**

That Developer owns the real property legally described on Exhibit "B" as follows, 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" the PUD (Planned Unit Development) Conditions date October 5, 2006 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 including any line extensions and any off-site improvements necessary. 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.

3. The developer must pay all impact fees due under City and County ordinances.

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.

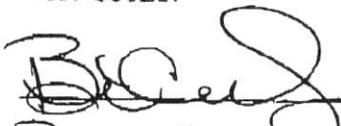
5. Developer understands and acknowledges that by entering into this Annexation Agreement, the City is not committing to approve any aspect of the proposed development of the Property, or to do any other act which requires public hearings or approval by the City Commission or other agency or body of 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.

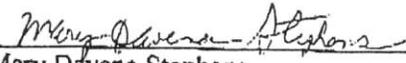
6. Venue for any action or proceeding arising under this Annexation Agreement shall be in Lake County, Florida. This Annexation Agreement shall be construed in accordance with the laws of Florida. In the event of any litigation arising under this Annexation Agreement, the prevailing party shall be entitled 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:

DEVELOPERS:

  
\_\_\_\_\_  
Brian Denny  
Type or print name of witness

BY:   
\_\_\_\_\_  
Mary Davena Stephens

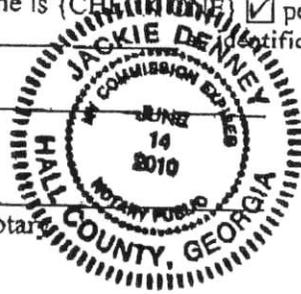
\_\_\_\_\_  
Type or print name of witness

STATE OF GEORGIA  
COUNTY OF HALL

BEFORE ME the undersigned Notary Public personally appeared Mary Davena Stephens and acknowledged on the 25 day of October 2006, that she executed the

foregoing instrument. She is (CHECK ONE)  personally known to me, or else who  produced \_\_\_\_\_ identification.

Jackie Denney  
NOTARY PUBLIC



Jackie Denney  
Type or print name of Notary

\_\_\_\_\_  
Commission Number

6/14/2010  
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 \_\_\_\_\_, 2006, 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

Mary Davena Stephens  
PREMIER SENIOR LIVING

N 1/2 OF NW 1/4 OF SE 1/4 LYING N & W OF OLD ST RD NO 33 ORB 2837 PG 2146

Alternate Key: 1774748  
Approx. 9.99 Acres

PREMIER SENIOR LIVING  
A PLANNED UNIT DEVELOPMENT CONDITIONS  
OCTOBER 5, 2006  
(Revised)

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 Mary Davena Stephens, Premier Senior Living "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 assisted living facility development consisting of a maximum of 60 residential units on approximate 9.99 acres located west of C.R. 25A and south of the intersection of with U.S. 27, on a site within the City of Leesburg in accordance with their PUD application and supplemental information.

- 1. PERMISSION is hereby granted to Mary Davena Stephens, Premier Senior Living, 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 shall be used for an assisted living facility development, pursuant to City of Leesburg development codes and standards.

A. Residential Development

- 1. The project shall contain a maximum of 60 residential units on approximately 9.99 acres at a gross density not to exceed 8 units per acre.
- 2. The assisted living facility is approved as per the conceptual master plan dated April 25, 2006 and shall be developed in accordance with Sec.25-284.(3) Use Table District Use Regulations for Residential Uses of the Land Development Code.
- 3. Impervious surface coverage for shall not exceed 70 percent with open space of 30 percent.
- 4. Maximum building height shall not exceed three stories or 48 feet.
- 5. Permitted Uses:
  - a. Assisted living facility;
  - b. Accessory structures;

B. Recreational Development

- 1. Recreational development shall meet the requirements of the City of Leesburg Land Development Code (as amended) and adopted Growth Management Plan (as amended).
- 2. Required stormwater areas and buffer areas shall not be considered as recreational space except for areas developed as recreational trails which provide access to the public trail system.

3. The Planned Unit Development shall provide planned accessibility from all areas of the development to any proposed recreational facilities including pedestrian access where possible.

C. 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 a minimum of 50 feet from any wetland jurisdiction boundary or as otherwise permitted by the St. Johns River Water Management District.
3. Wetlands shall have a minimum upland buffer of 25 feet and an average of 50 feet for wetlands, as defined by the St. Johns Water Management District per Comprehensive Plan Policy 1.3.7. 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. Any encroachment into these buffer areas shall be considered additional impacts and be properly mitigated as required by the St. Johns River Water Management District.
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/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.

D. 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). 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. The developer shall provide for utility easements as required by the City and other utility providers. Final determination of the location and size of the required easements shall be determined during the Preliminary Subdivision Plan review process by City staff.

4. TRANSPORTATION IMPROVEMENTS

- A. All transportation improvements shall be based on a current traffic analysis and shall be contingent upon Site 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 one public access located on C.R. 25A. Actual locations and design of the access shall be determined during the Site Plan review process and shall include consideration of sidewalks, recreation paths etc. Other potential public accesses will be reviewed during the development review process.
- C. The Permittee shall provide all necessary improvements/signalization within and adjacent to the development as required by Lake County and City of Leesburg to include right-of-way if needed for the proposed north/south bypass from South Street.
- D. All roads within the development shall be designed and constructed by the developer to meet the City of Leesburg requirements.
- E. Sidewalks, if required, shall be provided and constructed in accordance with City of Leesburg Codes.

- F. The Permittee shall be responsible for obtaining all necessary Lake County permits and a copy of all permits shall be provided to the City of Leesburg prior to preliminary plat 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 analysis, if required, shall be submitted prior to site plan approval for review and determination of any necessary access improvements. Said improvements will be the responsibility of the Permittee.
- I. If any traffic signals are warranted at the intersection of the proposed project entrance, 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. Front windows with arched glass tops and minimum 4-inch trim.
- B. 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 each 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.
- C. 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 Land Development Code, as amended.
- E. These PD 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.
- F. Any violation of City, State or Federal laws or permit requirements concerning the development of this project will constitute a violation of this permit and will result in all activities on the project site being halted until the violation is satisfactorily resolved and may result in a hearing before the Planning Commission to determine whether a change in the conditions of this PD are necessary.
- G. The proposed project may be constructed in phases in accordance with the Planned Development Master Plan (attached as part of these conditions). 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.
- H. Implementation of the project shall substantially commence within 24 months of approval of the site plan and construction plan approvals for this Planned Development. In the event, the conditions of the PD has not been substantially initiated during the required time period, the PD 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 PD approval or rezone the property to another appropriate zoning classification less intense than the development permitted by these PD Conditions.

7. CONCURRENCY

The proposed land use change or approval could 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.

Exhibit C  
 Conceptual Site Plan

